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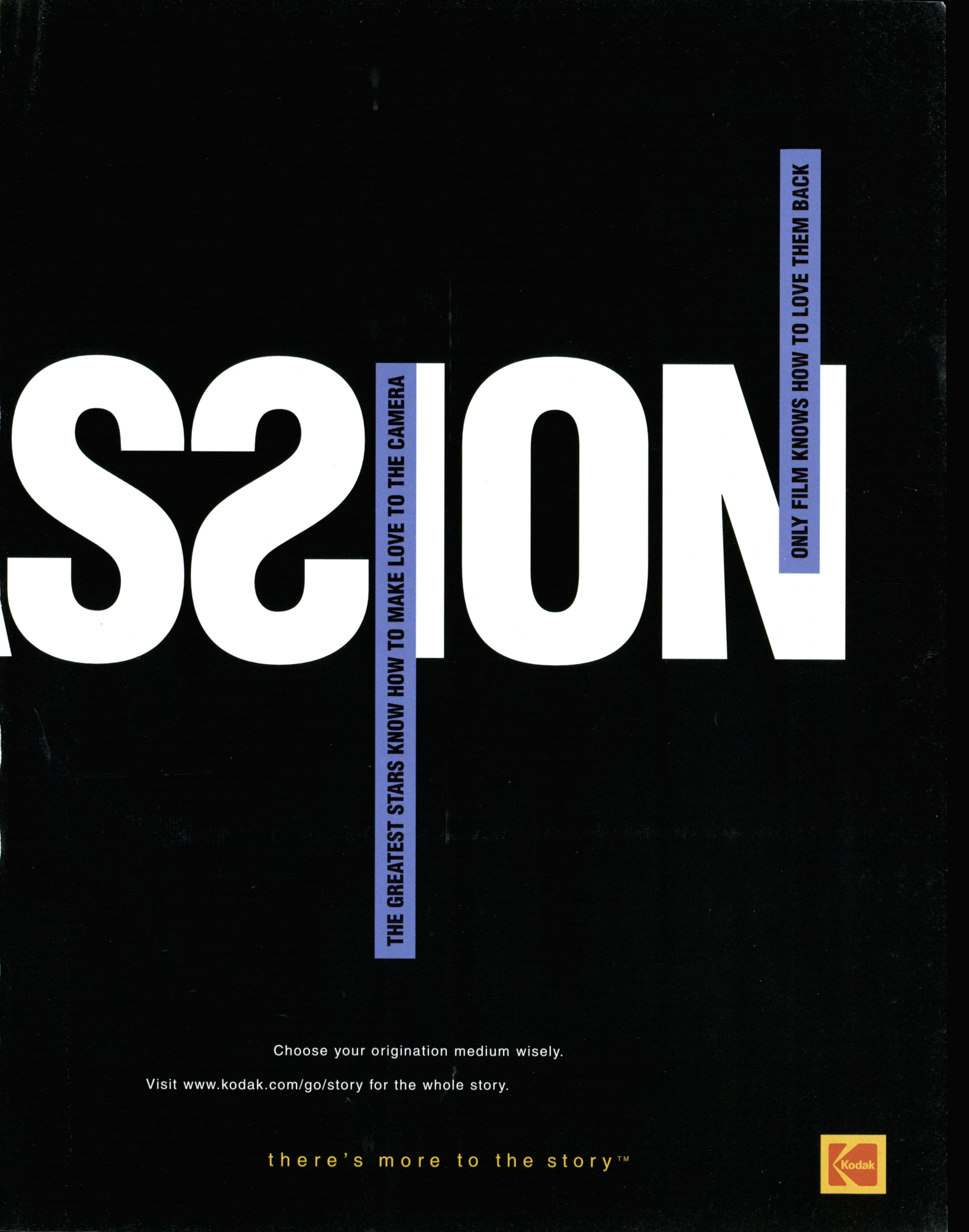
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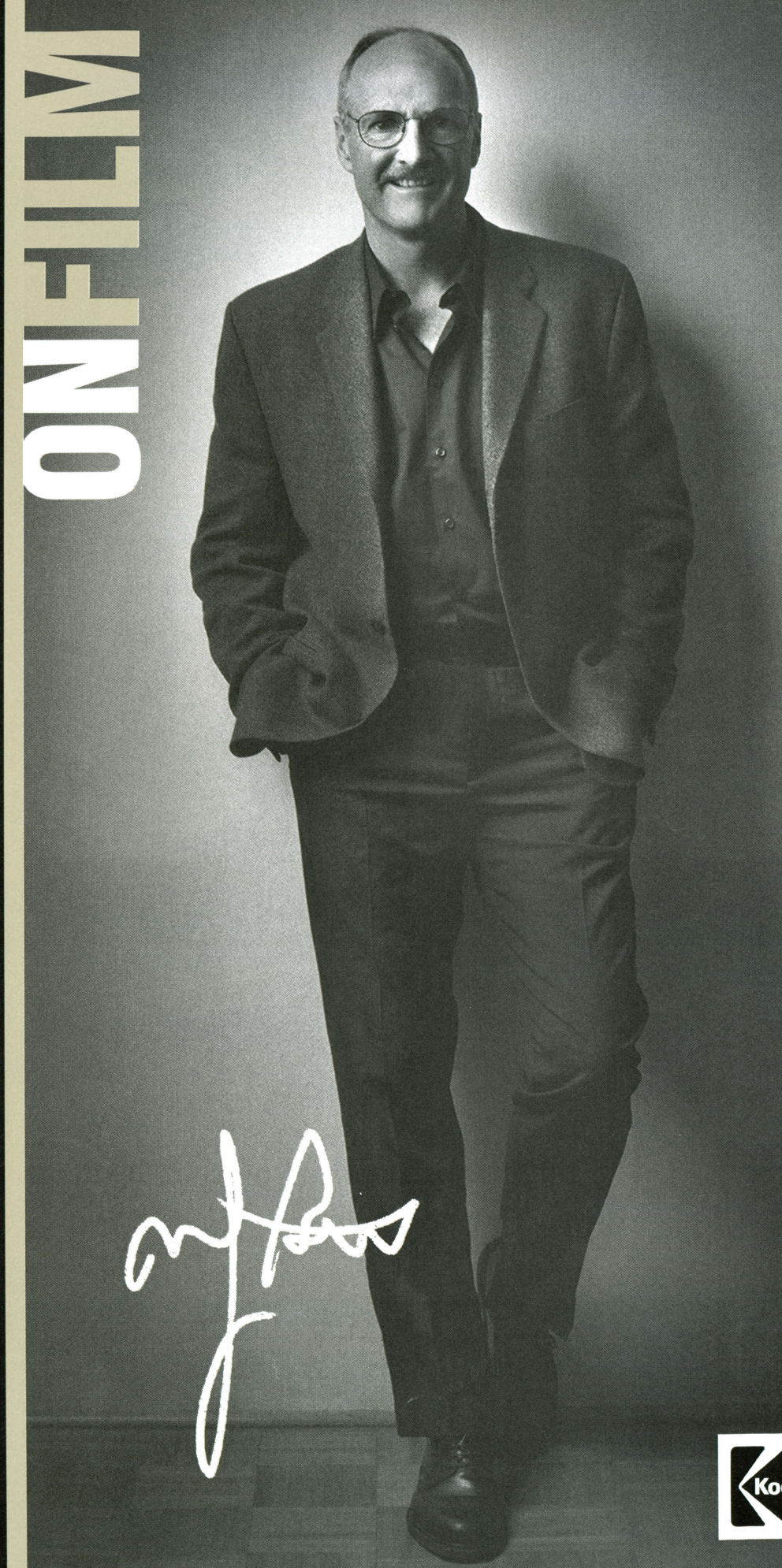

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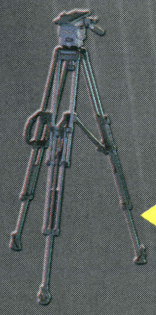

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American Cinematographer (ISSN 0002-7928) established 1920 in 83rd year of publication is published monthly in Hollywood by ASC Holding Corp., 1782 N. Orange Dr., Hollywood, CA 90028, U.S.A., **(800) 448-0145, (323) 969-4333, Fax (323) 876-4973, direct line for subscription inquiries (323) 969-4344.** **Subscriptions:** U.S. $40; Canada/Mexico $60; all other foreign countries $75 a year (remit international Money Order or other exchange payable in U.S. $). **Advertising:** Rate card upon request from Hollywood office. **Article Reprints:** Request for 100 or more high-quality article reprints should be made to **Reprint Management Services** at **(717) 560-2001.** Copyright 2002 ASC Holding Corp. (All rights reserved.) Periodicals postage paid at Los Angeles, CA and at additional mailing offices. Printed in the USA.
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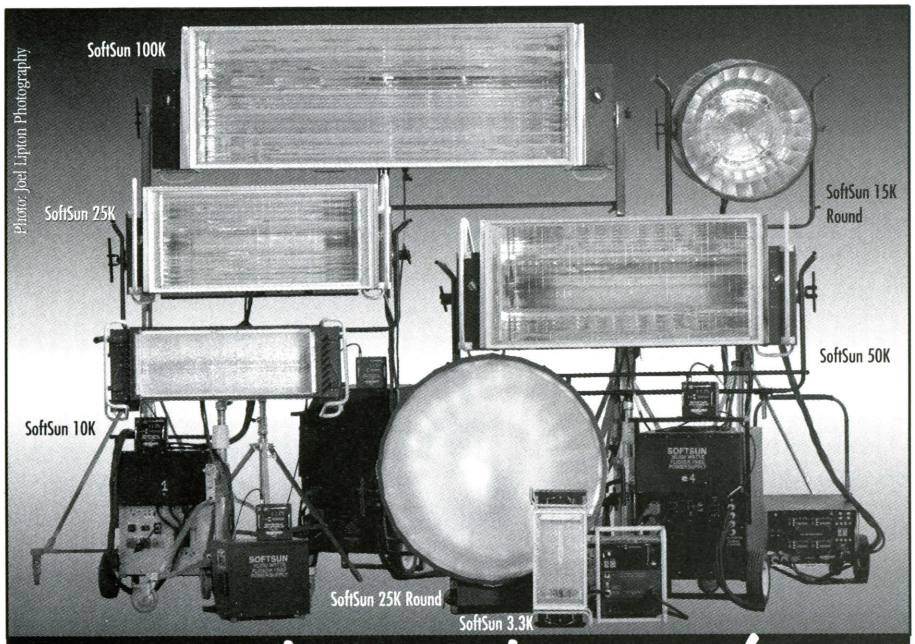

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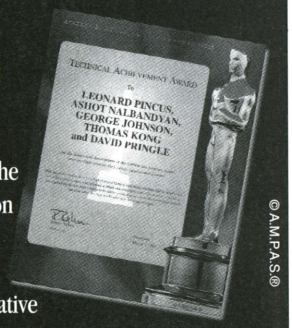

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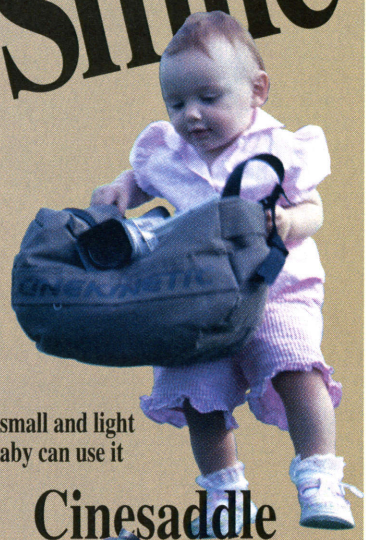

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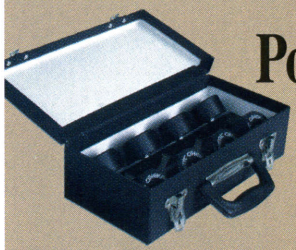

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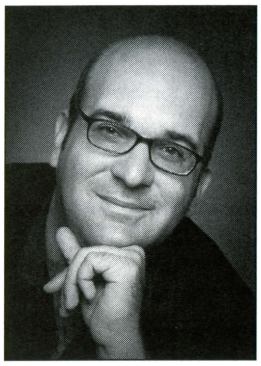
Editor's Note



The lure of cinematography, an undeniably fascinating craft, is evident in director Steven Soderbergh's decision to shoot his own films. After taking home last year's Best Director Oscar for *Traffic,* which he imbued with saturated color schemes that reflected the story's emotional landscapes, Soderbergh is back behind the camera on *Ocean's Eleven,* a jazzy remake of the 1960 Rat Pack romp.

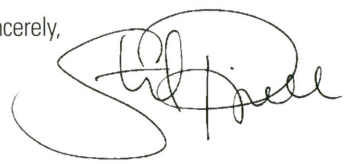
Although Soderbergh's decision to take this hands-on approach has generated some debate among veteran cinematographers, the filmmaker has expressed nothing but respect and admiration for his more experienced peers, while cautioning that not everyone should try to serve as his own cameraman. "I don't think this should be a trend," he told *AC* associate editor Douglas Bankston, whose article on *Ocean's Eleven* ("Smooth Operators," page 36) details the pros and cons of pulling double duty. "I was trained as a still photographer. I've been shooting since I was 13, and I've worked with really terrific cinematographers whom I've bombarded with questions and watched very closely in order to learn [the craft]. When I decided that I was going to try it, I thought about it at length. It's not something I take lightly. I've just found a way of working that feels very comfortable for me; it has more to do with getting to what I consider to be the right set of solutions for a given problem as quickly as possible, and increasing the intimacy [I have] with both the actors and the film itself."

Soderbergh's analysis of the process, which is buttressed by the comments of his accomplished gaffer James Plannette, is certainly worth examining by anyone who aspires to the complex discipline of shooting a motion picture.

This month's issue also examines several other year-end "prestige pictures." *The Royal Tenenbaums,* a wry look at a family of dysfunctional geniuses ("Intellectual Angst," page 50), reteams director Wes Anderson and ASC member Robert Yeoman, who had previously joined forces to charm audiences with the 1998 sleeper *Rushmore. The Shipping News,* directed by Lasse Hallstrom and shot by Oliver Stapleton, BSC ("Ancestral Travels," page 58), brings Annie Proulx's Pulitzer Prize-winning novel to the big screen. And with *Gosford Park* ("Upstairs, Downstairs," page 72), cinematographer Andrew Dunn, BSC helps director Robert Altman revive the venerable country-estate whodunit.

Additionally, *AC*'s coverage of film preservation continues with Jeff Couchman's ode to *The Night of the Hunter* ("A Labor of Love (Sans Hate)," page 86). Charles Laughton's black-and-white classic, which boasts gorgeous cinematography by the late and very great Stanley Cortez, ASC, was recently polished back to glorious form by MGM and the UCLA Film and Television Archive.

Sincerely,



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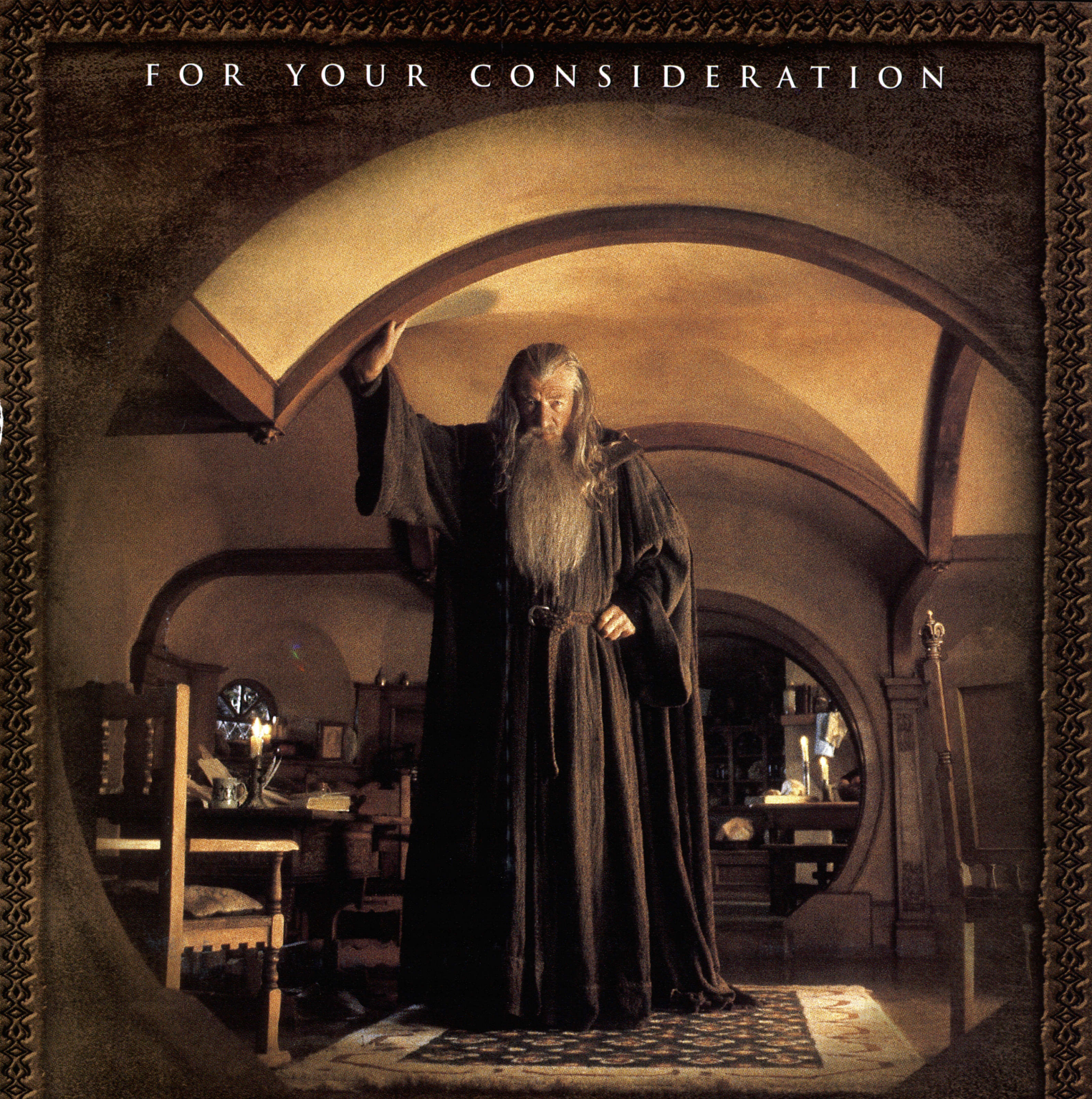

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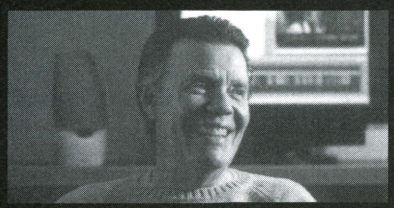

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The Post Process

Final Cut Pro Gains Ground

by Debra Kaufman

Director/writer Roger Avary is at home, cutting a movie on the family iMac with Final Cut Pro. But he isn't editing footage of the family on vacation. With editor Sharon Rutter, he's working on a cut for the Lions Gate feature film *The Rules of Attraction,* which is slated for theatrical release in 2002.

"It's like a dream," enthuses Avary. "Because I own my own system, I can cut at any time of night or day. It was incredibly easy to learn; in five minutes I was making edits. For about $13,000 you can set yourself up with an editing system that not only rivals one of the more proprietary systems, but outperforms them and is infinitely more stable.

Though *The Rules of Attraction* is the first major motion picture to be cut with Final Cut Pro, it almost certainly will not be the last. How has this tool, which was launched as a consumer product, manage to insinuate itself into the world of professional editing?

Initially developed by Macromedia as nonlinear editing software for consumers, the prototype was bought by Apple, along with its engineering team, and released in 1998, targeted for the digital-video (DV) format and consumer use. The important feature that distinguished Final Cut Pro from other DV-oriented nonlinear editing systems was its reliance on Quicktime. Quicktime gives Final Cut Pro the ability to work with a variety of capture hardware (and, with Final Cut Pro 2, real-time hardware), which allows editors to choose the format and features they want. That means the system supports virtually all professional video formats, not just DV.

Final Cut Pro 2 features real-time editing architecture and a suite of animation, graphics, audio and compression software applications, including built-in compositing tools, filters and effects, as well as increased support for Adobe After Effects plug-ins. Final Cut Pro 2 also offers media-management features with precise controls, multiple bins and folders for storing clips and effects, and support for multi-item sorts, sifts and Boolean searching.

None of these features is unique; they can be found in numerous other editing systems. But what's tantalizing about Final Cut Pro is the price: $999 for the software and less than $10,000 when equipped with hardware.

After it was launched, Final Cut Pro quickly gained support from prosumers and professionals, who appreciated the stability provided by Quicktime. WashingtonPost.com videographer Travis Fox shot DV footage in war-torn Yugoslavia and edited it in Final Cut Pro on his PowerBook. Elyse Couvillion's four-minute short *Sweet,* shot by Allen Daviau, ASC, was also edited with Final Cut Pro. Noted trailer production company Imaginary Forces now relies on Final Cut Pro. Jamie Peebles, the senior postproduction engineer at Oxygen, has installed 10 online systems based on Final Cut Pro and another dozen Final Cut Pro systems offline.

The tool became a potential application for film and television when Focal Point Systems, Inc. software engineer Loran Kary developed FilmLogic, a software application designed for filmmakers shooting 35mm or 16mm film who want to edit electronically and finish on film. Kary wanted to give filmmakers on a limited budget the same capabilities available to those using high-end nonlinear editing systems. Working with Final Cut Pro, FilmLogic tracks all of the elements that go into the making of the final film, including the

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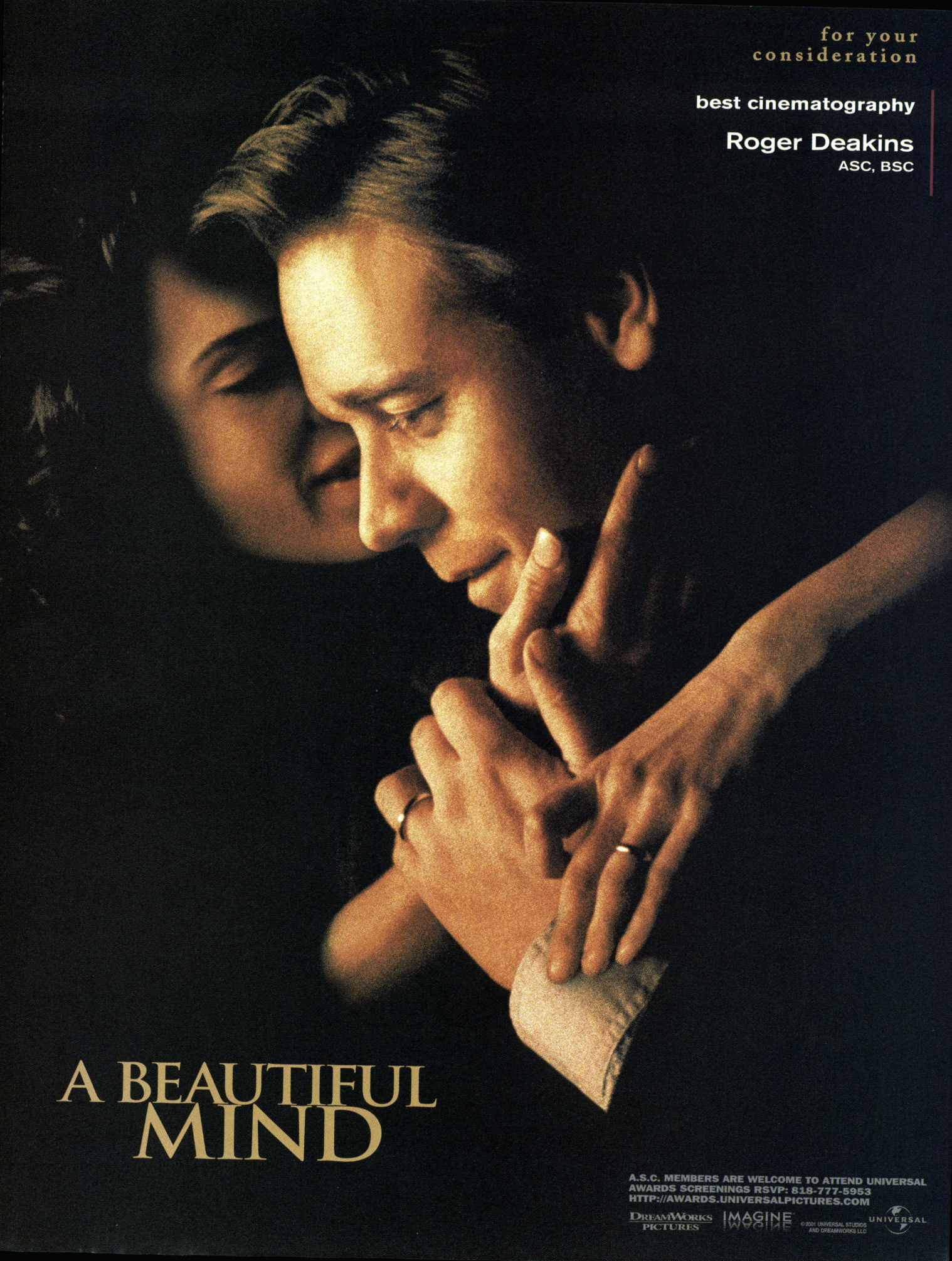
relationship between the original camera negative, the transferred videotapes, and the captured clips in the editing system computer. FilmLogic also translates edit decisions from Final Cut Pro into the instructions for conforming the original negative. Apple bought FilmLogic in April 2001, bringing Kary onto the Final Cut Pro engineering team.

The ability to edit in 24 fps caught the attention of Ramy Katrib, a colorist at Magic Film and Videoworks, who invited Kary to Burbank to conduct a test. Negative cutter Edvin Mehrabyan and a handful of editors were present at the test, in which they subjected a film to the entire post workflow using Final Cut Pro and FilmLogic. "We generated a cut list and cut the negative, and it was perfect," recounts Katrib. "I was stunned at how accessible the technology was."

With the encouragement of Magic Film, Katrib founded DigitalFilm Tree (www.digitalfilmtree.com), a professional Final Cut Pro applications group, to create new post workflows based on the new tools. The group has already helped more than 100 short and indie film projects transfer to DVCAM and edit in Final Cut Pro. The first independent, feature-length 35mm film to cut with Final Cut Pro/FilmLogic was *The Month of August*, directed by Rex Piano and released last year.

But enthusiasm for Final Cut Pro is tempered by caution. At Moviola, managing director Randy Paskal sells both Final Cut Pro and a range of Avid solutions. "Final Cut Pro is a very fine product," he says, while noting that it doesn't provide the workflow integration that Avid does. For a large project that requires constant sharing of material among editorial, sound, music and visual-effects departments, Avid offers a developed pipeline with the tools needed to connect and share, he says.

But for those more concerned about budget — or those who just have a hankering to work at home on the family Macintosh — Final Cut Pro and FilmLogic offer a legitimate option. It won't be surprising if others embrace it. ■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— An immortal improvisation by actor Richard Castellano, as Clemenza, after supervising a mob hit in *The Godfather*

Boasting powerhouse performances by world-class actors, ambitious and intelligent direction, screenplays loaded with memorable dialogue, impeccable period detail, brilliantly evocative musical scores and some of the classiest cinematography ever committed to film, the three *Godfather* pictures are among the most popular and enduring "great movies" in cinema history. Beloved by both the critical elite and the great mass of movie fans everywhere, the saga of the Corleone family is the unassailable summit of the gangster genre, a cinematic and cultural touchstone that ranks with the Westerns of John Ford or the thrillers of Alfred Hitchcock.

Ironically enough, while making the first *Godfather* film, director Francis Ford Coppola and the two key members of his cast almost didn't survive the meddling of the stubborn and spectacularly misguided "suits" at Paramount Pictures. According to Coppola's commentary in this handsome new DVD collection, the studio's executives strove to prevent him from casting both Marlon Brando and Al Pacino, loathed the soon-to-be-famous score, and came close to firing the director himself on several occasions. (Bear all of this in mind the next time someone trumpets the glories of the old "studio system.") As Coppola describes the experience, "I was very unhappy during *The Godfather.* I had been told by everyone that my ideas for it were so bad. I didn't have a hell of a lot of confidence in myself — I was only about 30 years old or so. I was just hanging on by my wits."

Coppola survived the ordeal, however, and the remarkable results became both a testament to his willpower and the ultimate vindication of his creative abilities. "I had no indication that this nightmare was going to turn into a successful film, much less a film that was to become a classic," he concedes, adding that his own tribulations have given him an enduring sympathy for young artists and filmmakers. "When you feel your ideas aren't good, or people are putting down your ideas ... [remember that] those are the same ideas you're going to be celebrated for 30 years later. So you almost have to have courage."

In his commentary on *Part II,* the director reveals that he initially didn't want to helm the sequel, despite the memorable admonishment of Charles Bluhdorn, head of Paramount's parent company, Gulf+Western: "You've got the recipe for Coca-Cola and you don't want to make any more bottles!" Coppola offered to produce the film with Martin Scorsese directing, but the studio nixed the idea. When Coppola finally agreed to take the reins, he returned to parts of Mario Puzo's novel that had been excised from the first film, creating an ingenious parallel structure that linked two time periods in order to compare and contrast the Machiavellian paths of mob chieftain Vito Corleone and the youngest and smartest of his three sons, Michael. Reflecting upon the sequel, the director describes it as a "well-oiled production" on which he and his collaborators were "tackling tough things and doing them smoothly."

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Part III, on the other hand, was a challenge that exceeded even Coppola's considerable artistic grasp (not to mention that of the dozen screenwriters who spent a decade and a half trying to come up with a compelling storyline). Given the fact that 16 years had passed since the release of *Part II,* the look of this "epilogue" (as Coppola terms it) is remarkably consistent with the first two installments, but this brilliant cinematographic achievement by Gordon Willis, ASC — who shot all three films and was criminally denied an Oscar — was not enough. Critics savaged the film, reserving their most poisonous venom for Coppola's daughter, Sofia, who was hired to play the key role of Michael's daughter after Winona Ryder bowed out due to "exhaustion." The director acknowledges the criticisms in his commentary, noting that the hostile response to *Part III* eerily echoed elements of the film itself: "Just as in the story, it was Sofia that they shot the bullets at, but they were really shooting them at me," he laments, adding that he discovered, as Michael Corleone does during the picture's climax, that "there is no worse way to pay for your sins than to have your children included in the punishment." Truth be told, the film is more intriguing than many critics are willing to admit, and it's certainly worth another look.

Godfather fans have been waiting for this box set for a long time, and Paramount has given it the royal treatment. In addition to impeccable transfers of all three films (each offering a full-length commentary by Coppola), the package offers an additional disc containing more than three hours of bonus materials, including two behind-the-scenes documentaries; salutes to cinematographer Willis, production designer Dean Tavoularis and musical maestros Nino Rota and Carmine Coppola; an inside look at the screenwriting collaboration between Coppola and novelist Mario Puzo; Coppola's insights about adapting the novel with the help of a notebook system; storyboards from *Godfather II* and *III;* 34 fascinating (if sometimes awkwardly dubbed) deleted scenes, arranged in chronological order, which make implicit many moments that are merely implied in the finished films; character, cast and filmmaker biographies; captioned photo galleries; theatrical trailers; and even clips of Academy Award acceptance speeches (which demonstrate that while the *Godfather*'s capos kept their comments dignified and mercifully brief, they had truly dubious taste in formal attire).

In assessing his collaboration with Willis, Coppola concedes that their early interactions were a bit fractious. "It was a touch-and-go relationship with Gordon on the first picture," he recalls. "He didn't know who I was — I was some kid, and he had very firm ideas about structure and how things should be done. On the second *Godfather* picture, I think [our relationship] was much more mutually harmonious and respectful." From an artistic standpoint, Coppola observes that "Gordon was really a purist... [and] his concept of structure was very disciplined. He liked to deal with rock-steady shots — no tricky business, no funny business." He maintains, however, that "I learned a lot from Gordon ... and I'll always be grateful."

Willis' work speaks for its itself, of course, and his masterful cinematography is preserved with reverent accuracy in transfers supervised by Paramount's Garrett Smith, who wisely consulted with the accomplished director of photography every step of the way. Smith deserves kudos not only for his meticulous work on the project, but for his efforts to include Willis in the process — a "sign of respect" that every studio should extend if a cinematographer is available. In lesser hands, the dark, burnished hues of the *Godfather* films might have turned into a murky pea soup onscreen, but nearly every frame of this collection seems sharply defined and true to the original palette. The blacks are solid, the brassy yellows are perfectly modulated, and the various hobgoblins of the DVD format — such as age artifacts or annoying moiré patterns — are kept to a minimum.

Unfortunately, the short bonus feature on Willis' cinematography is woefully inadequate when measured against the importance of his contribution to cinema history. Clocking in at just 3 ½ minutes, this tribute consists mainly of very brief interview clips recycled from the excellent documentary *Visions of Light.* The articulate cameraman is given just a few moments of screen time to assess his greatest work, while the rest of the segment comprises truncated insights from illustrious ASC members Michael Chapman, William Fraker and Conrad Hall. While it's refreshing that Paramount saw fit to honor Willis' contributions, surely the man responsible for some of the most potent images in film history deserves a commentary track, or at the very least a more illuminating analysis of his methods.

Many of the collection's other bonus features are more substantial, however. Best of all is the 73-minute documentary *A Look Inside,* which offers some amazing clips from early screen tests (most notably Brando's first turn as Don Corleone, De Niro as an amped-up Sonny, and Martin Sheen as a morbidly morose Michael), as well as a wealth of intriguing tidbits about the production. Here, trivia junkies will learn that George Lucas helped his old school chum Coppola by filming some insert shots of newspaper headlines; that special makeup was used to turn the face of former wrestler Lenny Montana a darker hue as his character, Luca Brasi, is garrotted by Don Barzini's hoods; and how the production obtained the infamous horse's head that winds up in the bed of Hollywood big shot Jack Woltz. All in all, this box set is certainly an offer ... well, you know the rest.

— Stephen Pizzello

Monty Python and the Holy Grail (1975)
Special Edition
1.85:1, Dolby Digital 5.1
Columbia TriStar, $29.95

Monty Python and the Holy Grail recently arrived on DVD for the second time, and this two-disc special edition is a worthy collectible not only for Python

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BEST CINEMATOGRAPHY JOHN MATHIESON, BSC

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fans, but also for anyone interested in learning how this truly independent production achieved a somewhat epic scale on a tiny budget. Funded mainly by British musicians in search of tax write-offs — including members of Pink Floyd and Led Zeppelin — the £200,000 production enjoyed almost unprecedented freedom during its five-week shoot in Scotland. As co-director Terry Gilliam notes in the commentary he shares with co-director Terry Jones, "It was all about pleasing six people — us."

Holy Grail was Python's first narrative feature, and the tale of King Arthur proved to be fertile soil for the troupe's imagination. A comic odyssey populated by quarrelsome and intractable characters who vex Arthur and his knights at every turn, *Holy Grail* is a patchwork of sketches so funny and distinctive that they can be recited verbatim by fans throughout the world. It stands alone in its genre: a period road movie powered by coconuts. "Ingmar Bergman's going to be jealous of this one," Gilliam joked to the BBC on location in 1974. Perhaps he was.

Python's inventive lunacy led many to believe that the film was largely improvised, but *Holy Grail* was completely scripted and well rehearsed — as was all of their work. Graham Chapman, John Cleese, Eric Idle, Michael Palin, Gilliam and Jones spent about 15 months developing the script, which went through four or five drafts. According to Jones, one early draft had the story unfolding half in the Middle Ages and half in the present day, and it culminated with the knights finding the Holy Grail at London's famous Harrod's "because, of course, they have everything at Harrod's."

But first-time directors Jones and Gilliam were fascinated by the Middle Ages, and they successfully argued that the film should be set almost entirely in that period. They acknowledge in their commentary, however, that they often had trouble convincing the others that taking the time to showcase some period detail and create cinematic effects was as important as earning laughs. "Terry and I wanted to *make* that world," Gilliam remarks, "but to them it was secondary."

In a second commentary track, Cleese, Palin and Idle share a number of entertaining anecdotes about the ultra-low-budget production, which had a rocky start. Just two weeks before the shoot, the filmmakers were denied access to the castles Gilliam and Jones had selected on their location scout; the Scottish authority in charge of the buildings said the script wasn't suitably reverential. After locating a privately owned castle, the filmmakers strategically used camera angles and prop placement to pass the structure off as several different castles; they also shot the exterior of the smallish castle with wide-angle lenses to make it appear larger than it was. Other castles that appear off in the distance were typically 12'-high plywood cutouts set a mere 30 feet from the actors.

Gilliam says *Holy Grail* "was my film school," and he concedes that working on bits of animation for *Flying Circus* in relative isolation had left him ill-prepared to communicate with the other Pythons as a director. "I was bad at it and quickly got frustrated, and they did, too," he admits. He praises lighting cameraman Terry Bedford, noting that Bedford "was terribly frustrated all the time by where we were sticking the camera, because it wasn't where a regular filmmaker would stick it."

Gilliam clearly formed some valuable alliances behind the camera on *Holy Grail;* in addition to Bedford, who later shot *Jabberwocky* for him, the crew included Roger Pratt as camera assistant. Pratt subsequently teamed with Gilliam to shoot the short *The Crimson Permanent Assurance* and the features *Brazil*, *The Fisher King* and *12 Monkeys*.

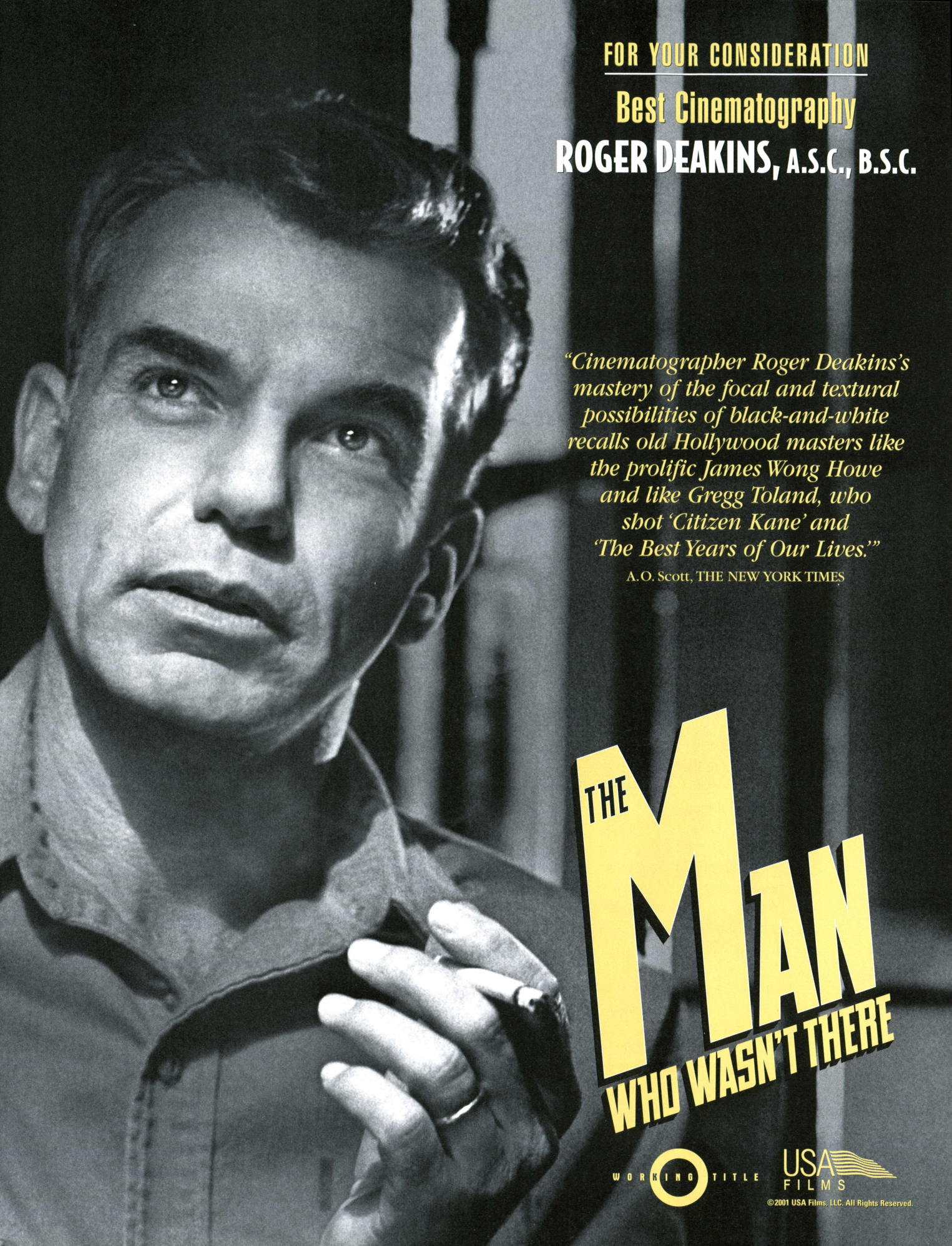
Although image quality is probably the least of the reasons to embrace a Python film, *Holy Grail* has never looked better than it does in this new hi-def transfer. The shoestring production fairly sparkles, and the transfer reveals some surprisingly rich tones in the muddy Scottish countryside.

The variety of supplemental material in this special edition is a treasure trove for Python fans. Subtitle options include "Subtitles for People Who Don't Like the Film," borrowed from Shakespeare's *Henry IV, Part II*. (Tim the Enchanter's defensive "That's no ordinary rabbit!" becomes, for example, "He is furnish'd with no certainties.") The disc also boasts a "Follow the Killer Rabbit" option, which enables viewers to either call up Gilliam's sketches for the scene pictured, or peruse receipts for purchases such as plywood for the Trojan rabbit. (Gilliam notes that most of the film's budget was devoted to wardrobe because it was the most economical way to suggest the period.)

A second disc of extras includes dozens of behind-the-scenes stills, original posters and programs for the film, its wonderful theatrical trailer, and an 18-minute BBC Film Night visit to the set, which found the boys in rare form despite their soggy environs. There are also a number of recently created extras, including "A Quest for the *Holy Grail* Locations," a 45-minute documentary in which Palin and Jones trek back to Scotland; "Unused Locations," a 15-minute montage of vacation scenery ranging from the Grand Canyon to Australia that is framed as a scandalous exposé of Jones and Gilliam's location scout; an animated, all-Lego presentation of the musical number "Camelot"; and an "educational" short called "How to Use Your Coconuts."

— Rachael K. Bosley

Ed. Note: As we went to press, owners of some DVD players reported that a glitch on Monty Python and the Holy Grail *was causing subtitles to pop up at random. Columbia TriStar has acknowledged the problem and is issuing replacement DVDs. If you're encountering this glitch, send your DVD to: Columbia TriStar Home Entertainment, 10202 W. Washington Blvd., Culver City, CA, 90232.* ■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Production Slate

An Angry God and a Dancing Cow

Heeding the word of God forces a Texas father (Bill Paxton) to embark upon a grisly mission in *Frailty*.

Photos by James Hamilton and James Midgeley, courtesy of Lions Gate Films.

Bad Religion
by Jay Holben

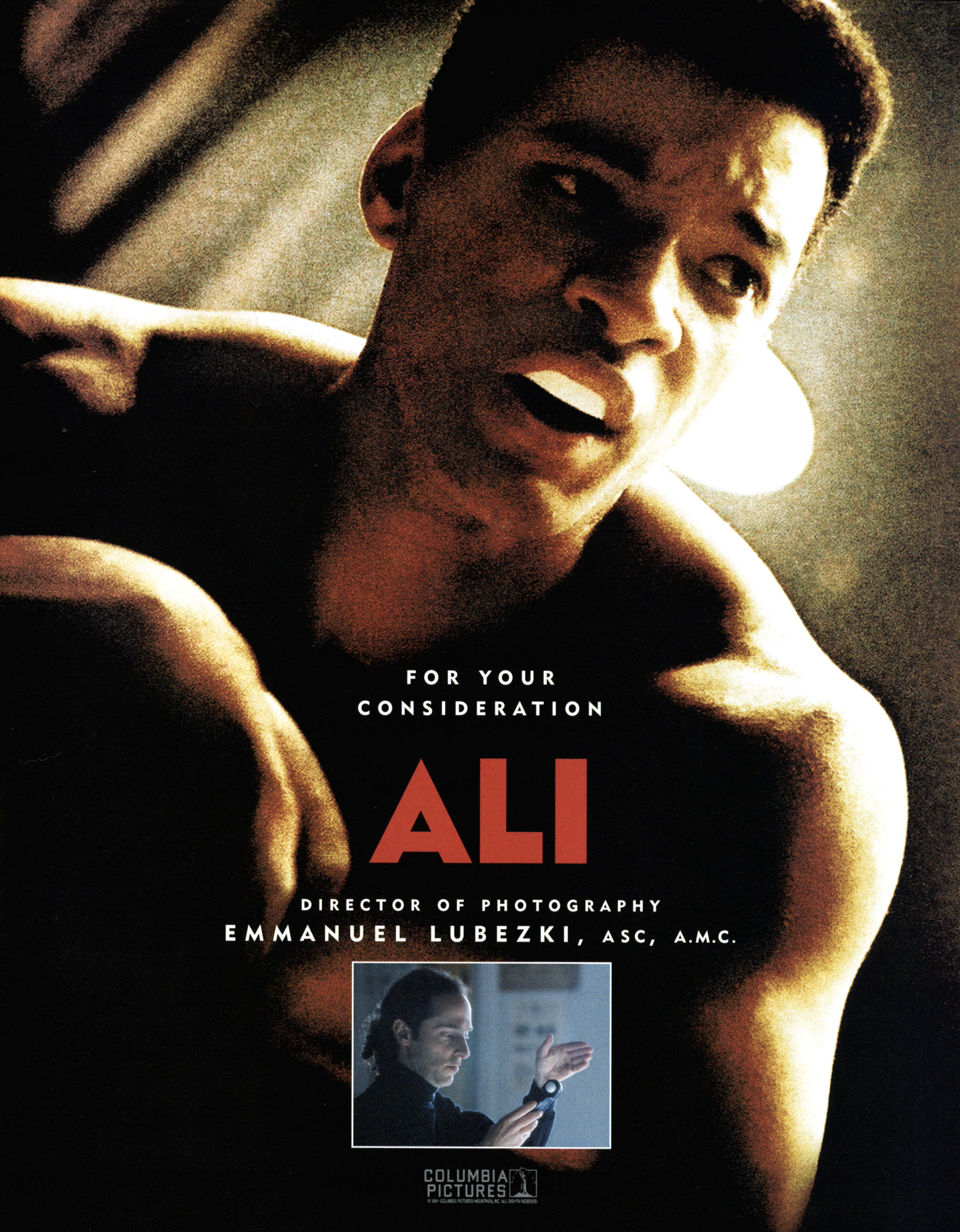
The events of September 11 reminded us all of the unthinkable atrocities that can be committed by fanatics operating under the guise of religious belief. Actor Bill Paxton brings those terrors close to home in *Frailty*, his feature-film directorial debut, on which he teamed with veteran cinematographer Bill Butler, ASC.

Frailty follows a blue-collar Texas father (played by Paxton) who is single-handedly raising two pre-teen sons, Fenton (Matthew O'Leary) and Adam (Jeremy Sumpter), the best he can. Late one summer evening, the father is awakened by an angel who comes to him bearing the word of God and declaring that the man's fate — and those of his sons — is to destroy the demons who walk the earth in preparation for Judgment Day. The angel gives him three instruments of destruction: a lead pipe, a pair of dirty work gloves, and an ax with the name "Otis" inscribed on the handle.

The father receives a list of names from the angel and soon brings home his first demon, a young waitress, whom he kills in his shed with the ax as his sons look on. As the murders continue, Fenton becomes convinced that his father has gone insane, but the younger Adam maintains that Dad is truly a holy warrior.

Butler has compiled numerous credits in film and television, and he has earned a reputation for working well with neophyte directors. "I very often get picked for working with first-time directors because I've done it so many times," he notes. "I'd worked with about 20 first-time directors when I quit counting." Among his feature credits are *Jaws, The Conversation, Grease!* and *One Flew Over the Cuckoo's Nest.* (He took over for Haskell Wexler, ASC on *The Conversation,* and later shared an Oscar with Wexler after contributing additional photography to *Cuckoo's Nest.*) His TV credits include *The Thorn Birds, The Execution of Private Slovik* and *Don King: Only in America.*

Butler says Paxton came to *Frailty* with very clear ideas about what he wanted. "He knew exactly what he was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God's newly anointed footsoldier assures his two sons that their seemingly evil actions will actually rid the world of demons. "In the early scenes, I wanted to keep the children looking normal and happy," says cinematographer Bill Butler, ASC. "When we get to the dark part of the tale, we get *really* dark."

looking for and had really done his homework," he notes. "That allowed me to apply my energies to what I really love to do — lighting and the style of the photography — because I wasn't constantly worried about whether the film would cut together. Bill had storyboarded a lot of the picture, so I knew that if I followed the outline he'd laid out, the picture would edit in the style he wanted."

One challenge Butler confronted on *Frailty* — and certainly one he has faced many times — was a very modest budget. He emphasizes that he never lets that dissuade him from signing onto a project. "I'm not scared by a low budget because I've done a lot of work like that. I came out of TV, where we had no budget, and moved into features, where all of a sudden there was no limit to what I could spend on equipment. When you work in TV, you have to put on another hat. You have to be much more frugal. You can't stall all day long while waiting for the perfect light; you have to make the shot work at whatever time it is.

"I find that I'm looking more and more toward independent productions because I enjoy them more," he adds. "Studio filmmaking seems to be getting more and more corporate, and I want to stray away from that, but not away from the glory of making films. Studios used to think that making a film was a wonderful thing to do, but now it's just a business. I'd much rather work in the independent world, where people appreciate what you're doing for them."

Frailty's dark imagery matches the darkness of its macabre narrative. The majority of the film takes place late at night in the family's tool shed, in the rose garden next to their house (where they bury the bodies), and in a custom-built cellar that becomes a carnage pit. Paxton initially hired conceptual artist David Ivie to draw some scenes that he had in mind, and those illustrations became the main inspiration for the film's storyboards.

"I knew pretty well what my approach would be," submits Butler. "I knew it would be on the dark side, and that it would have lots of shadows and high contrast. At the same time, I also had two young boys in the picture, so I wanted the look dark and contrasty but not gritty, because then we would lose the innocence of the kids, which is very important to the story. In the early scenes, I wanted to keep the children looking normal and happy. We show them walking through sunlight and through the rose garden, which is very pretty.

"When we get to the dark part of the tale, we get *really* dark," he continues. "As the father is bringing his first victim to the tool shed, he opens the doors, and I've got him silhouetted against a foggy background. He's completely black; there's no light on him whatsoever. Then he lifts up the woman he's going to kill and carries her into total darkness. That became my *modus operandi* — I didn't want to show the audience anything that I didn't have to. I worked a lot of areas of the scenes with no light whatsoever; when the actors did enter a lit area, more often than not they were illuminated by a single source."

Single sources were Butler's standard operating procedure for most of the film, which was shot in the standard 1.85:1 format. Although the cameraman professes a preference for slower-speed daylight stocks — and employed both Kodak EXR 50D 5245 and Vision 250D 5246 for nighttime sequences — he also used Vision 500T 5279 in order to keep his lighting as simple as possible. "When you're working at 500 [ISO], it doesn't take much of a lamp to give you the level of light you need. I also worked as wide-open as I could throughout the film. It

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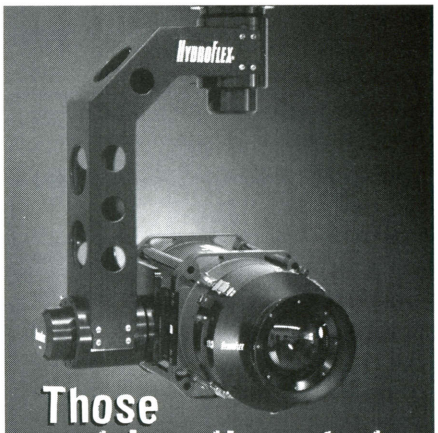

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Bill Butler, ASC choreographs some action on the set.

was part of my overall philosophy for the project to work with as little light as possible at night. I shot with Panavision Primo lenses, so I was at a T1.9 most of the time. In that range, a small source means more and the overall look is more natural. Even if you use your own lightbulbs and hide them, you're still working at levels that make the overall ambient levels feel very real.

"If there's any danger in working at low light levels, it's *overlighting* things," he continues. "Sometimes, when you have two or three people in a room and you're placing light on each of them, the ambient levels climb, and the next thing you know you're overlit. So a lot of times [on *Frailty*] I'd say, 'Okay, it's not looking great. What can we turn off?' We'd start turning off lamps that weren't absolutely necessary so that we could knock down the light level, and we'd eventually get to the point where it looked better to the eye. It's got to look good to the eye first, and then you can go around and see if you're making the exposures that you want. I did a lot of that on this picture; you need to see the character initially in order to know who he is, but for the rest of the scene you see just a piece of him."

Butler hewed to his single-source idea for a key scene in which the father builds his killing crypt below the tool shed. As he works, the only light below is generated by a camping lantern hanging on the wall. Although some sequences in the cellar were shot on location, most of the action was photographed on a set built on stage. To emulate the light from the lantern, Butler turned to an unlikely source: a 10K Fresnel. "We were shooting all over that basement, and the lantern wasn't working to light everything I needed. I wanted to maintain the single-source feel, but since we were shooting in all directions I needed something I could control much better.

"We pulled out a dirt wall and backed off a 10K to work as the lantern. A 10K seems like a great deal of light to substitute for a simple lantern, but I threw it through four sheets of [216] tough frost that were spaced evenly and pulled away from the set so that the opening in the walls acted like a cutter for the light. After you've put a 10K through four staggered layers of tough frost, what comes out the other end is very, very soft, and almost all of the intensity is gone. You're down to the strength of a lantern again, but you have a larger source that can cover [the actors] head to toe in wider shots.

"I was also able to change the opening in the set where that light came from, cheating it around to my benefit. I never wanted it to be flat on. I always kept it as a ¾ backlight or a sidelight, which is where it looked best. Also, because the light was so soft, it would naturally fall off to nothing before it hit the set walls on the opposite side. Our actors could work in a bigger amount of light — not necessarily brighter, but more spread out. The source was much more controllable and still completely believable as a lantern."

Frailty actually unfolds in flashback, as an older Fenton (Matthew McConaughey) relates his family's long, murderous history to an FBI agent (Powers Boothe). Over the past two decades, his brother has continued his father's rampage, and Fenton finally turns his sibling in to the authorities.

Once Fenton has revealed the family's past, he promises to let the FBI agent drive him back to the rose garden, where the bodies of the supposed

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JOHN SEALE, A.C.S., ASC

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"THE BIG-SCREEN ADAPTATION IS A FILM OF EYE-POPPING GRANDEUR, DAZZLING SPECIAL EFFECTS AND SUMPTUOUS PRODUCTION VALUES..."
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The fully grown Fenton (Matthew McConaughey) revisits his family's murderous past.

demons have been buried. To create a highly realistic and dynamic scene, Butler put his own spin on the "poor-man's process" technique of shooting car sequences, choreographing a small army of electricians through a delicate ballet involving animated light sources. "The question [with driving scenes] is always whether to take a car out and shoot it for real, or do process work instead. This scene takes place in a rainstorm, which meant that in order to shoot it for real we would've had to take a car out, put a sprinkler on top of it and probably tow it. Then you have to figure out what to do with the soundman — do you put him in the trunk? I push for process shots every time, because that allows you a great deal more control over the scene. Additionally, it allows the actors to say their dialogue without the noise of the car getting in the way."

Filming of the car sequence began on location in downtown Los Angeles, which was standing in for Texas. As the scene begins, the FBI agent leads Fenton out of the bureau's office and to the car in the rain. When McConaughey gets into the back seat, he moves into a carefully placed light aimed through the metal grill separating the front and back seats, resulting in a fairly sharp shadow on his face. This shot establishes the look for moving sequence; the car then drives out of the shot, and the sequence dissolves to the process stage work.

"Once we got on the stage, I simply used my version of all the little tricks that people have been doing on process stages for years," Butler relates. One such trick is to place four 650-watt Tweenie lights on a spinning rig that resembles a helicopter propeller. As the rig's parts rotate past the car windows, they create the illusion of passing streetlights.

"The secret to lighting process work is to combine a variety of effects," Butler says. "When you're really driving down a road at night, you're not always going by the same streetlamp. There are a lot of different sources, from building lights and streetlamps to stoplights. Another technique I like is to take a long boom pole and put a light on the end of it, in this case a 1K Baby, so that the boom can start very low and rise up. As the boom goes up, the shadows on the actors' faces drop, creating the illusion that they're driving under a streetlight. That technique worked wonderfully with the shadows of the grill on Matthew's face; rather than just throwing a light through the grill and onto his face, I used moving sources that weren't totally in sync with one another, which created a very organic look. I could then put one or two of those sources on dimmers. I'd start them out low, bring them up, and then dim them down again, creating the impression that the vehicle was moving toward and then moving away from the light.

"Another trick I learned from an operator many years ago is to take two penlights and tape them side by side on a piece of wood. You dress a crew member entirely in black and have him walk behind the car from one side to the other. The lights just go slowly back and forth behind the car, which suggests that the car is moving on a road that's not absolutely straight. The two penlights look like the headlights of another car way down the road. It's just a kick to do it that way because the effect is so believable.

"We combined all of these tricks to make the sequence work. In addition, we blew fans on the rain that was falling on the windows to make the water droplets travel almost horizontally across the windows instead of straight down. That helped to give us the impression of movement."

Butler concludes by noting that *Frailty* "springs from the darkest areas of the mind," and he says he gave the project a great deal of thought before signing on to shoot it. "It wasn't a script that I read easily, and it wasn't a project that I leapt at on first reading. But in the end, I think it's an important story. I'll be happy if it creates some discussion out there."

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Right: In the short film *The Dancing Cow*, directed by Taz Goldstein and produced by Robert Moniot, first-time filmmaker Evan Lepsow (Byrne Offutt) gets a call from excited Miramax chief Harvey Weinstein about his film *The Dancing Cow*, and therein lies the problem: Lepsow's movie is titled *Kisses For Eleanor*. The late John Alonzo, ASC donated his cinematographic abilities to the project, and his altruism was rewarded with a 2001 Pixie Award nomination for Best Cinematography. Bottom: Cecil (David Finkel), a highly unstable auteur, is the true director of *The Dancing Cow*, the film that everyone *thinks* they've been raving about.

A Bovine Comedy

by Douglas Bankston

Filmmaker Evan Lepsow (Byrne Offutt) is putting the finishing touches on his first movie, *Kisses For Eleanor*, and his phone is ringing off the hook as every Hollywood heavyweight tries to set up a meeting. A dub of the film is somehow passing from honcho to honcho, and they are all heaping praise on Lepsow for his soon-to-be hit *The Dancing Cow*.

"Wait a second," you say, "*The Dancing Cow*?" Lepsow is just as bewildered. Everyone's been watching the wrong movie!

Lepsow's friend and agent, Butch (Butch Hammett), convinces him to eschew ethics and seek out the true director of this classic-in-waiting, perhaps to secretly buy the film rights, or perhaps to do something else. The trouble is that Cecil (David Finkel), the director of *The Dancing Cow*, is a complete wacko, and the film is a horrible monstrosity that involves a cow, some plastic dolls, and finally a chainsaw, the details about which are better left unmentioned.

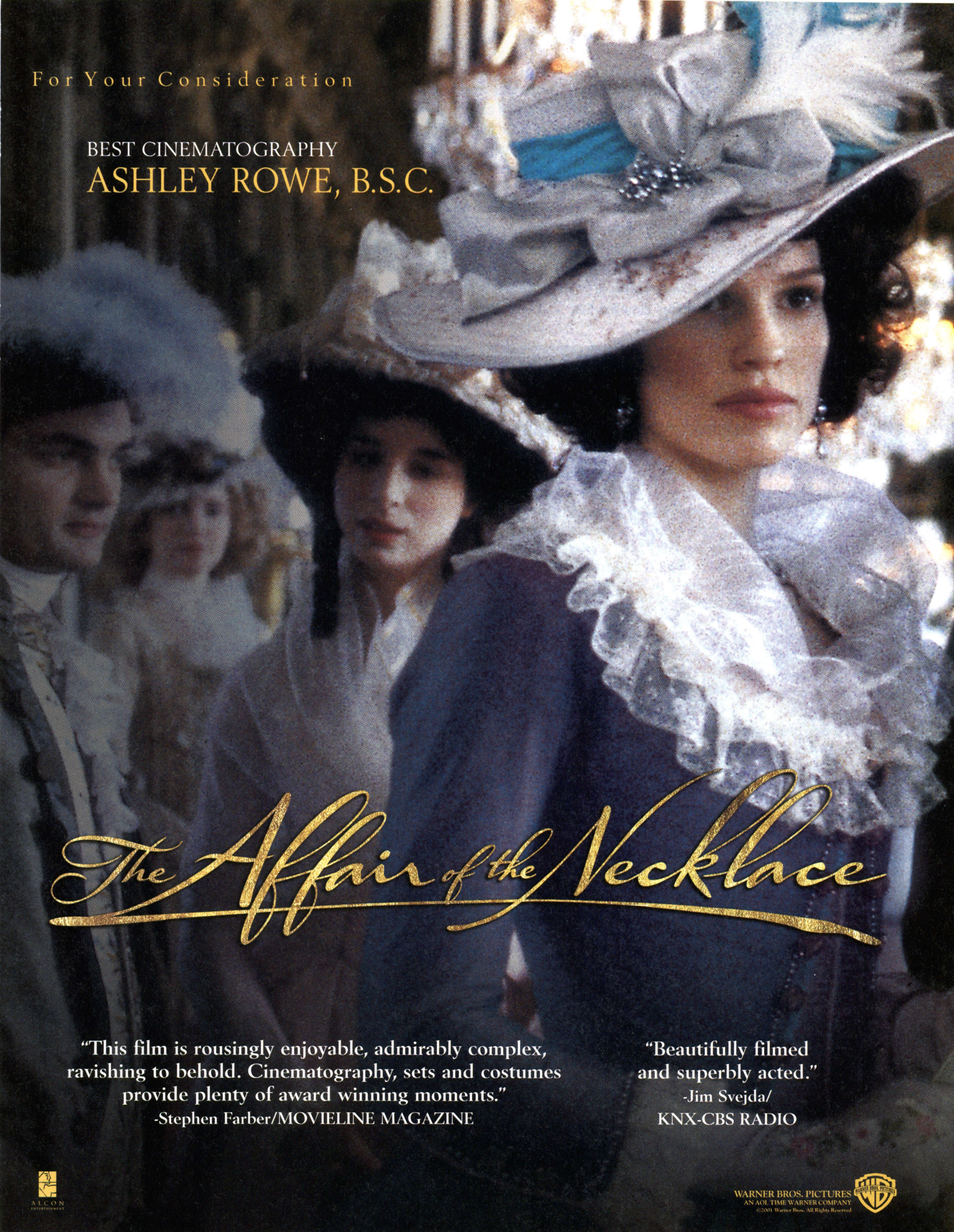
Lepsow tries to fake his way through a meeting with Miramax head Harvey Weinstein (Otto Coelho), but breaks down in the middle of it and is forced to leave the studio in shame, clutching the copy of *The Dancing Cow* that Weinstein had watched. Once outside, he realizes that the tape had been mislabeled, and everyone has been viewing his film after all. Too late, though. The studio gates have closed on his burgeoning career.

The darkly comedic short film *The Dancing Cow* was written and directed by Taz Goldstein and produced by Robert Moniot through their company Built-d Pictures. (Built-d is a tongue-in-cheek acronym for "but ultimately I'd like to direct.") Originally produced in 1999, the film made cyberwaves a year later by being the first acquisition of the now-defunct Internet entertainment site Pop.com, a joint venture among DreamWorks, Imagine Entertainment and Paul Allen. Since then, *The Dancing Cow* has enjoyed a lengthy life by finding its way into numerous film festivals, onto other entertainment Web sites, and even onto airlines for in-flight amusement.

In late September 2001, *The Dancing Cow* was nominated for a Pixie Award for Best Cinematography, thanks to the late John Alonzo, ASC. The Pixie Awards (www.pixieawards.org) recognize outstanding Web-based films and animations and Web sites that incorporate motion.

But how did Alonzo, cinematographer of such classics as *Chinatown*, *Norma Rae* and *Scarface*, become involved with a micro-budgeted film that wound up on the Internet? "We kidnapped him and held him hostage for about six weeks," jokes Moniot. "Actually, one of the jobs we'd done at our production company was an industrial reel for Fujifilm. Every time they release a new stock, they need someone

Photos by Tatiana Menke, courtesy of Built-d Media.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to come up with a concept and go out with cinematographers to shoot and test the stock, and make it look entertaining. We worked with John Alonzo and other great cinematographers."

"He was so willing to teach," remarks Goldstein. "He would stop production just to show us something. At the end of the Fuji job, he said to us, 'If you ever get serious and do a film, give me a call and maybe I can give you some help.' We always assumed that meant he would give us advice or make a phone call for us. After we came up with the idea for *The Dancing Cow* and wrote the script, we sent it over to him, and he called and said, 'I love it, and I'll do it for you for free.'"

Adds Moniot, "Something else we did to get John on board was to send his wife, Jan, a big gift basket full of wine and cheese with a little stuffed cow and a note that said, 'Please let John do our movie.' We'd been told that she really ran everything, and sure enough, she did, because John showed up and said, 'My wife said I have to do your movie.'"

Having Alonzo on board opened a number of doors for the filmmakers. Panavision loaned cameras and lenses to the production, and Deluxe Laboratories offered to develop the film stock. They even scored a crane with a remote head. "John made lots of calls on our behalf to pull favors," Moniot says, "and before we knew it, this little film became a full-blown 35mm shoot with an 'A-list' crew — all of John's crew couldn't believe he was doing a short film and doing it for free, so they all jumped on." Alonzo's crew included gaffer Lon Thompson, camera operator Jeffrey Greeley and camera assistant Mark Figueroa.

Because of the filmmakers' history with Fuji, they were able to get free tungsten-balanced Super-F 500 8572 stock — but, unfortunately, not enough of it. After a bit of begging over at Kodak, they were given some Eastman EXR 500T 5298. "We decided that we would use the two different manufacturers' stocks to aid the film," explains Goldstein. "Any time we went to Evan Lepsow's warm, happy, safe place, we shot on Kodak. Anytime we went to one of the horrific locations, like with the crazy filmmaker Cecil, we shot on Fuji."

"That's not to say anything bad about Fuji!" Moniot interjects with a laugh. "We just flipped a coin."

In addition to using two brands of film stock, the duo mixed a little high-definition video into the opening logo. Alonzo had introduced them to the technology and shot that footage as well. "We were halfway through editing when we realized we had something pretty special on our hands," admits Goldstein. "We decided it needed a big, fancy, over-the-top, self-indulgent corporate logo, something even longer than DreamWorks'. We shot the logo in HD and transferred to film."

The sequences in which Lepsow visits the holy ground of the studio were shot at Sony Pictures in Culver City,

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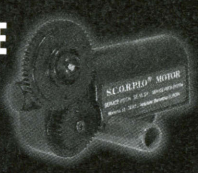

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To activate the Focus' Vertigo Tracker control function, just program in a sequence of auto focus and zoom moves. Advance the dolly and the lens is automatically positioned. Repeat the same sequence as the dolly is moved forward & back to provide easy set-up of fast rack focus shots.

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FOR YOUR CONSIDERATION

CHARLOTTE GRAY

Best Cinematography

Dion Beebe, A.C.S.

FILMFOUR 4

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The late John Alonzo, ASC makes an adjustment to the show's Panavision camera, one of many tools and services that the filmmakers obtained for free. The shrewd duo sent a basket of wine and cheese and a little stuffed cow to Alonzo's wife, Jan, who then encouraged her Academy Award-winning husband to shoot the project.

thanks to the filmmakers' close friend Ric Wolfe, the studio lot manager and executive producer.

The production also procured a 10-ton lighting truck and a generator "the size of Texas" that Moniot says turned out to be unnecessary overkill.

In a commentary on the DVD of *The Dancing Cow*, Alonzo remarks, "You guys were able to afford a couple of lights, which we used judiciously, I might add."

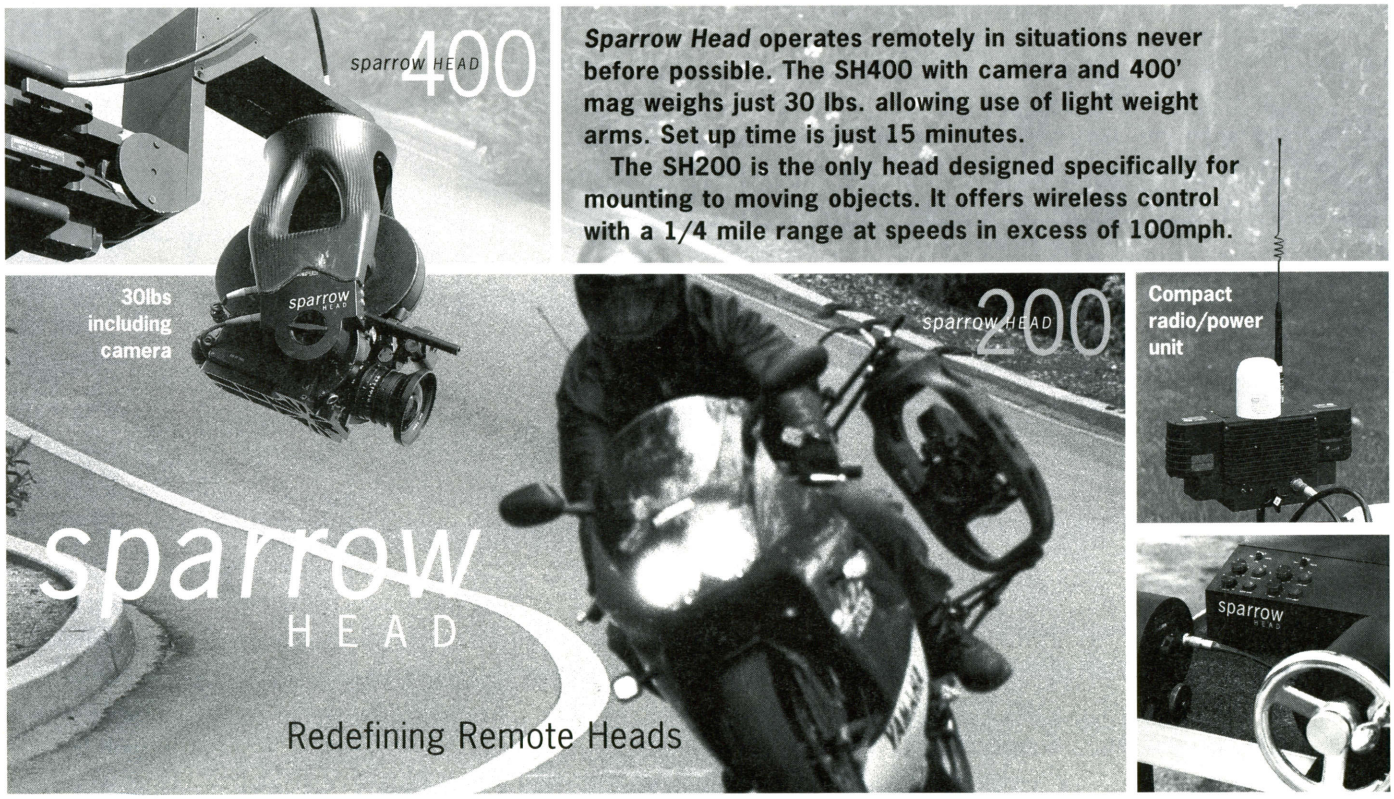
Alonzo put available sunlight to good use, as seen in the scene where Lepsow sits before Weinstein. The sunlight beaming through the window behind Weinstein provided a halo effect around the actor, enhancing the studio head's presence before the cowering Lepsow.

Natural light played a key role in other interiors as well. "A lot of the interior lighting was actually just diffused sunlight, such as when Lepsow is sitting in his edit bay," recalls Goldstein. "We shot that inside a coffee shop and butcher-papered one of the walls. By the time John was finished poking a few holes here and placing a white board there, the room had such gorgeous light that I could shoot in any direction with no need for fill. I think he used only one or two lamps. Everything on the actor was just reflected natural light.

"I was looking through the lens and asked John to get a little more separation between the actor and the background," he continues. "Five guys went running out to the truck, but John walked over to the butcher paper, which is about 10 feet away from the actor, and ever-so-gently peeled back one 2-inch strip. Suddenly, the light was perfect!"

The interior of the psychotic Cecil's condemned house also featured natural light bouncing throughout. But variegated colors emanating from Cecil's TV throw light on Cecil and Lepsow's faces as they watch *The Dancing Cow*. Four Tweenies gelled with color and diffusion were pulsing. At first, Goldstein felt the lighting wasn't harsh enough. "John, smoking a cigarette, leaned down and poked holes in the diffusion with his cigarette, and then the light was perfect," the director recalls. "He then leaned up and said, 'You owe me a cigarette.' The stuff he did was so simple, yet he was a master."

After trudging off the studio grounds in shame, Lepsow realizes his movie was merely mislabeled, and he turns around to see Sony's towering



Madison entrance gates slam shut. A downward-spiraling shot around Lepsow using a crane and a remote head shows the gates closing. "We got a Giraffe crane from Nico Bally at Cranium and a remote camera system from Matthews," says Moniot. "Because of John, the first thing we could do when we called up people for freebies was say, 'We're doing this short film and John Alonzo is shooting it,' and then you'd hear the phone drop on the other end. Taz designed a great way to end the movie."

Goldstein and Moniot rented the crane and the remote head for a whopping $1 each, and only had to pay the remote-head technician's day rate. "It's amazing how you kids got away with it," Alonzo quips on the commentary.

"I would hate for this to sound like we just used John for his ability to get free stuff," points out Goldstein with a laugh. "That was an unexpected treat on the side. Having John on the set and watching him work was an unbelievable experience."

Moniot reflects, "It was such an honor and privilege to work with him. There's no real way to describe what it was like to have that level of experience and generosity on our first movie. The regret of putting it on the Internet was that no one got to see just how beautiful the pictures were. They probably won't, until the Internet gets better. But the film is still playing in other venues."

To find out where you can catch *The Dancing Cow* next, visit the Web site at www.thedancingcow.com.

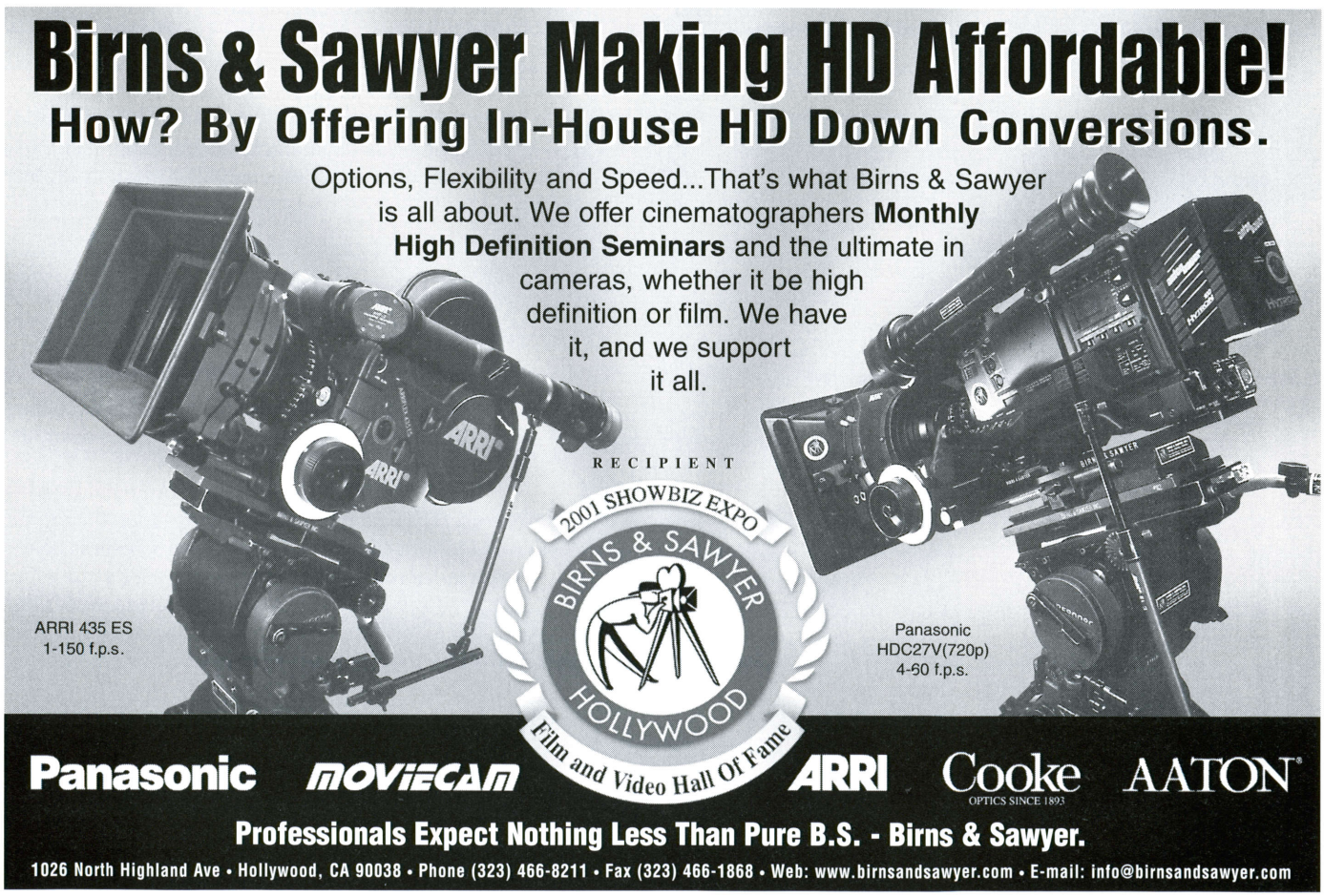
Cinematographer's Day in Palm Springs

The Nortel Networks Palm Springs International Film Festival returns for its 13th year and will run from January 10-21, while the festival's special focus on cinematography, Cinematographer's Day, will be held on January 12 and 13. The event will include a dedication to the late John Alonzo, ASC, a seminar on digital cinema, and the presentation of the DaVinci Award for cinematography.

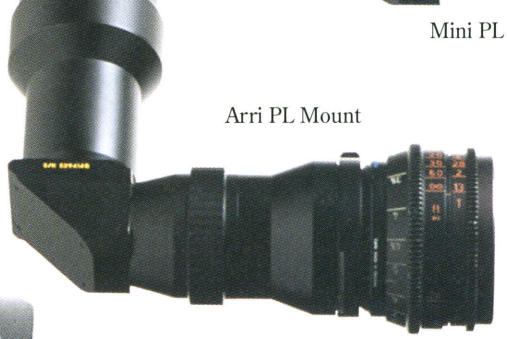
The festival features cultural events, industry seminars and panels, in addition to numerous screenings of films from around the world. Among the screenings last year were most of the films submitted to the Academy of Motion Picture Arts and Sciences for consideration as Best Foreign Language Film.

The festival also features a "Conversations With" series, in which actors and directors discuss their craft in front of an audience; the discussion is followed by a screening of one of their recent works. Last year the festival honored actress Joan Allen with the Spotlight Award, and Ang Lee, Lasse Hallstrom and Liv Ullmann with International Filmmaker Awards.

Single tickets are available for $9-$12, and four special passes ranging from $250-$1,000 are also available. For more information, call (760) 322-2930 or visit www.psfilmfest.org. ■



Mini PL Lens



Arri PL Mount

The Revolution At Clairmont

Everything

The Revolution modular lens from Cine Magic has created quite a stir in the industry by virtue of taking multi-axis filming technology to the next level. It's the world's first periscope system to allow live panning of the objective lens while maintaining a level horizon. But that's just one of the Revolution's many features. Others include the use of relay lenses that transmit only aerial images (which eliminates the "phantom dust" that's prevalent on systems which utilize internal field lenses), and objective lenses that are capable of extreme close focus.

But that's not all. Clairmont Camera has taken this innovative lens system and added its own special features. So when you get a Revolution from Clairmont, it's far and away the most versatile lens package in the industry.

We Dare To Compare

There will obviously be comparisons between the Cine Magic Revolution and other lenses of this type. We at Clairmont Camera honestly believe that our modified Revolution is equal or superior to any competitive designs on all counts. Here's why:

Synchronized Horizon Tracking

Easily the most useful capability of the Revolution is being able to pan on an optical center, instead of an arc. And to ensure that both vertical and horizontal movements are synchronized, we motorized the functions and worked with Preston Cinema Systems to develop a highly sophisticated controller for us. Howard Preston and his technicians did a masterful job, and the end result is a unit that provides cinematographers with total control of the shot.

Mini or Arri PL Mount Lenses

The Revolution system comes with eight very compact objective lenses (9.8mm to 60mm). They are especially well suited for commercial work, as you can get very close to the object and have a depth of field comparable to any other periscope/snorkel lens.

Recognizing the different requirements for big screen use, Clairmont Camera also offers you the Revolution with an Arri PL mount. This, of course, lets you use the lenses you've come to prefer for feature films.

You can also use zoom lenses with the Revolution™ —small 17-35mm Century zoom lenses or Optar 25-80mm zoom lenses.

You Expect ...And More!

We've Moved the Rods

On most cameras, lens support rods are attached at the base. However, we found that in extreme close-up work the rods would often get in the way and prevent optimum camera positioning. So we developed special supports that eliminate the problem and provide more clearance for tabletop photography. Another Clairmont advantage!

More Filter Options

Instead of having a drop-in filter located at the back of the lens, our Revolutions have a screw-in 40.5mm filter in the mount and can also hold one or two 2x3" filters in front. The filter holder is equipped with a removable sunshade.

The "Phantom Dirt" Mystery

You've probably heard horror stories about these mysterious specs of dirt that show up at the most inopportune times and ruin shots. Not with the Revolution. There are no internal field lenses for dust to collect on. Only aerial images are transmitted, effectively eliminating the problem.

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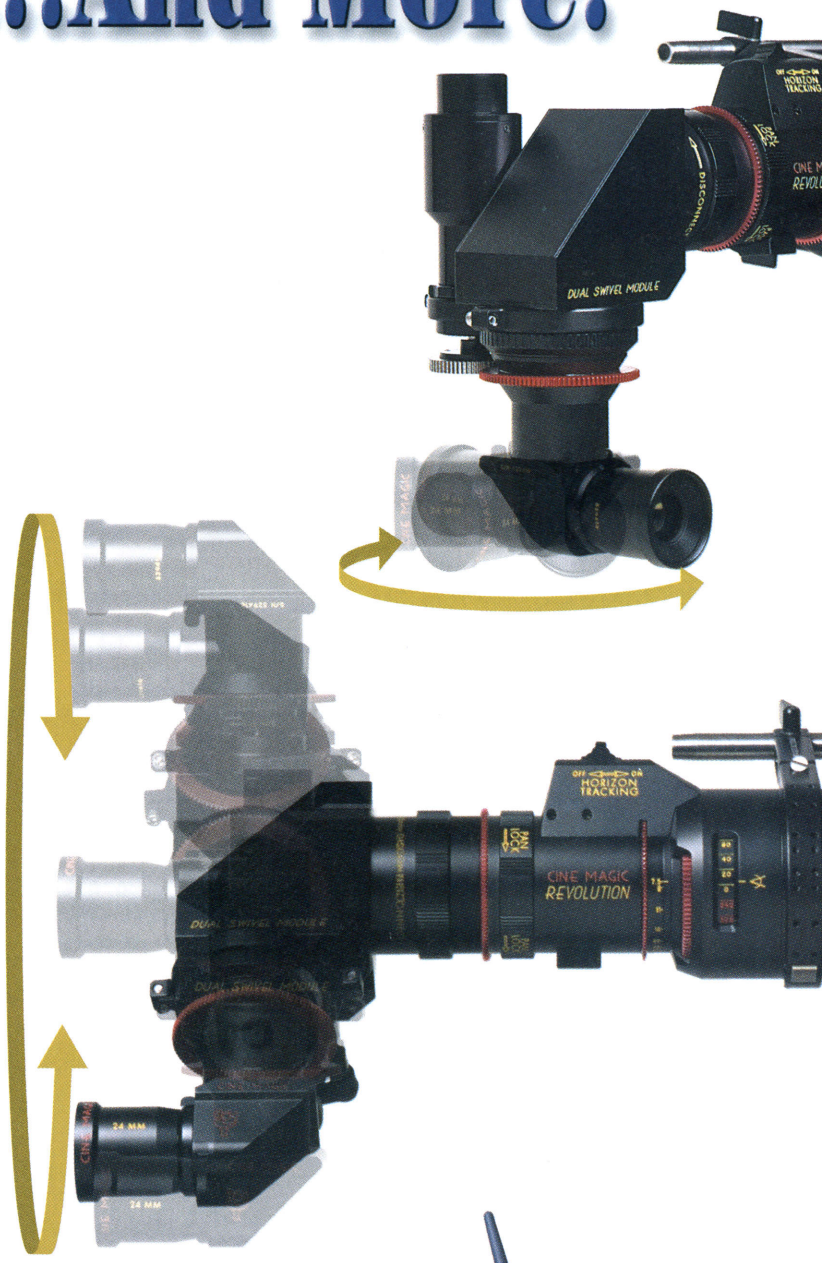
You can use our rear-mounted anamorphicizer or an anamorphic taking lens. Our lightweight Clairmont anamorphic lens is especially well suited to the Revolution.

It All Adds Up

We think you'll agree that feature-for-feature the Cine Magic Revolution with exclusive enhancements by Clairmont Camera is unquestionably the most versatile snorkel-style lens you can use.

More and more cinematographers, directors and producers are discovering the myriad of creative (and cost-saving) advantages of using the Revolution. For example, think about what you can do with a conventional camera/lens setup and a Power Pod...then, consider how much *more* the Revolution is capable of. Let your creativity soar to new heights!



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Smooth Operators

Steven Soderbergh doubles down as both director and cinematographer on Warner Bros.' high-stakes remake of *Ocean's Eleven*.

by Douglas Bankston

Unit photography by Bob Marshak

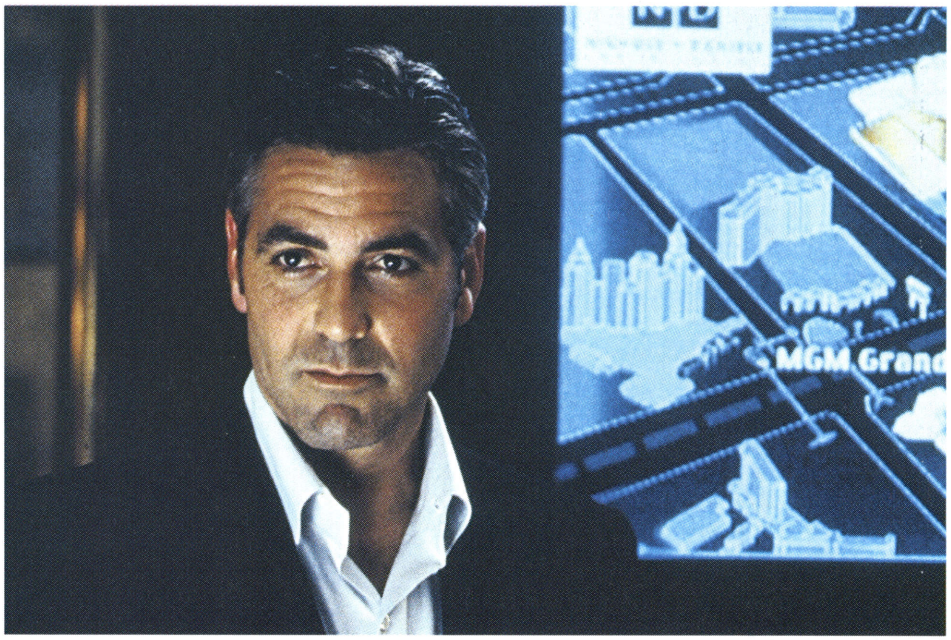
Occasionally awkward in the acting department and implausibly plotted to boot, the 1960 film *Ocean's Eleven* could have disappeared into the annals of undistinguished cinematic history. But the heavyweight cast alone lifted this lightweight film above mediocrity and into the upper echelons of coolness. And frankly, it didn't hurt that the film trumpeted the fact that, for the first time, those charismatic crooners and consummate entertainers known as the Rat Pack were on the big screen together.

Directed by Lewis Milestone and photographed by William H. Daniels, ASC, the film (see Wrap Shot, page 136) starred Frank Sinatra as the hip Danny Ocean, who enlists Sam (Dean Martin), Josh (Sammy Davis Jr.), Jimmy (Peter Lawford), Mushy (Joey Bishop) and five other war cronies to help him rob five Las Vegas casinos at the same time — only to have the spoils go up in smoke, literally. Today, their seemingly impossible heist looks all too easy to accomplish since The Strip doesn't operate in such outdated fashion anymore.

Time for a high-tech update. After rounding up enough scratch to set the production's roulette wheels in motion, Warner Bros. and producer Jerry Weintraub welcomed Steven Soderbergh into the game to direct screenwriter Ted Griffin's modern take on the subject matter. Though very different in style, the 2001 *Ocean's Eleven* has a few things in common with the 1960 version. The basic premise remains the same, Las Vegas is still the focal point, and a star-powered ensemble cast is on board.

The new *Ocean's Eleven* stars George Clooney as career thief Danny Ocean, who has just been paroled. Terry Benedict (Andy Garcia), owner of the Bellagio, Mirage and MGM Grand hotel/casinos in Las Vegas, possesses two things Danny really wants: $160 million and Danny's ex-wife Tess (Julia Roberts). Naturally, the first thing Danny does once he's out of prison is to violate parole by traveling around the country recruiting 10 of his con-artist and grifter friends for an audacious mission to stick it to the hotel-and-casino magnate. The gang includes cool and collected details man Rusty Ryan (Brad Pitt); master pickpocket Linus Caldwell (Matt Damon); bankroller and Benedict-hater Reuben Tishkkoff (Elliott Gould); Cockney munitions expert Basher (Don Cheadle); uptight surveillance expert Livingston Dell (Eddie Jemison); ace card dealer Frank Catton (Bernie Mac); retired flimflam man Saul Bloom (Carl Reiner); the bickering Malloy brothers, Virgil (Casey Affleck) and Turk (Scott Caan); and the acrobatic grease man Yen (Shaobo Qin). With careful planning and misdirection, the con artists conspire to clean out the central vault during the Lennox Lewis-Wladimir Klitschko heavyweight boxing match. And Danny will make every attempt to win back Tess during the ensuing chaos.

For Soderbergh, 2000 was a very good year. He became the only director to have two films, *Erin Brockovich* and *Traffic*, nominated for Academy Awards for Best Picture and Best Director in the same year. He



Opposite page: Career thief Danny Ocean (George Clooney, right) and his trusted wing man, Rusty Ryan (Brad Pitt), plan to rob three Las Vegas casinos simultaneously. Bottom: The betting line has Steven Soderbergh at 3 to 1 — as director, cinematographer and camera operator. This page, top: Ocean outlines the seemingly impossible mission for his 10 partners in crime. Bottom: Freshly paroled, Ocean enjoys a cocktail while recruiting ace card dealer Frank Catton (Bernie Mac) in Atlantic City.

Photos courtesy of Warner Bros. and Bob Marshak.

Smooth Operators

Ocean is dealt in at the nightclub Deep in Hollywood, where Rusty is educating a few hapless young TV personalities on the art of playing poker. Here, Ocean is seated next to happenin' actor Topher Grace (*That '70s Show, Traffic*), who plays himself in a deadpan cameo. "The poker game is entirely lit with an overhead fixture that had swivel sockets with MR-16 globes in them," says gaffer James Plannette. A white card or Kino Micro Flo placed on the table provided fill into the actors' eyes on tighter shots.

won the directing Oscar for *Traffic*, the first time in 72 years that a director had successfully competed against himself. Another unique aspect of his triumph is that Soderbergh was pulling double duty on *Traffic*, also serving as director of photography, but under a pseudonym.

Soderbergh had served as his own cinematographer before, mostly early in his career, on short films and on the quirky 1996 feature *Schizopolis*, in which he also starred. But *Traffic* marked a conscious change in his working style; its guerilla technique was an outgrowth of the realistic, rough-edged style displayed in Soderbergh's 1999 film *The Limey*, which was shot by Edward Lachman, ASC (see *AC* Nov. '99). With *Traffic*, Soderbergh melded the positions of director, cinematographer and camera operator into one.

"I feel I've closed the gap between myself and what I want to accomplish to the greatest degree possible," Soderbergh says. "For me, it's a good way to work, and I think it helps the work, even though it adds a level of performance anxiety to do all of those jobs."

This method has allowed Soderbergh to be more intimately involved with the material — an ironic twist for someone who has relaxed what he calls his "death grip" on his films. "At this point in my career, I have a really difficult time sitting through the first four films I made," he says. "I find them too controlled, too formal, too thought out. They don't have any energy to me. I think I was being too precious about the wrong stuff. It took me a while to find my equilibrium. I feel more comfortable now than I did 11 or 12 years ago, and I have a different set of priorities.

"It's become a very organic process for me," he says of directing and shooting. "It's really about creating the canvas piece by piece, and I'm willing to reconcile the fact that I'm not a world-class cinematographer for the momentum. Working this way is as close to writing with a camera as I can get, literally. I think now it would be difficult for me to insert another person into that process."

Having a combo director-cinematographer on a project is very common in the commercial and documentary realms, but rare in the world of features. A few cinematographers have lit a scene and then taken a seat in a director's chair. Luciano Tovoli, ASC, AIC did so in 1982 for *Il Generale dell'armata morte* (*The General of the Dead Army*). John Alonzo, ASC directed and shot three telefilms, *Champions: A Love Story* and *Portrait of a Stripper* in 1979 and *Belle Starr* in 1980. Even Gregg Toland, ASC pulled double duty once for the feature-length documentary *December 7th* (1943), which he co-directed with John Ford. However, one would be hard-pressed to find a feature director who has added cinematographic duties to his responsibilities. One is director Peter Hyams, who has been shooting his own movies for many years.

"I don't think this should be a trend," Soderbergh concedes. "I was trained as a still photographer. I've been shooting since I was 13, and I've worked with really terrific

Left: Ocean has a "chance" encounter with his ex-wife Tess (Julia Roberts) and her date, casino magnate Terry Benedict (Andy Garcia), who owns the casinos Ocean intends to rob. Below: Although not exactly enthused about crossing paths with her former paramour, Tess harbors mixed feelings for him. "When Ocean and Tess meet in the restaurant, I was trying to adopt a very classical Hollywood approach to their close-ups to make them warm and appealing," says Soderbergh. "i'm always bouncing or using a light box that Jim designed, something to make the actors more appealing."

cinematographers whom I've bombarded with questions and watched very closely in order to learn [the craft]. When I decided that I was going to try it, I thought about it at length. It's not something I take lightly. I've just found a way of working that feels very comfortable for me; it has more to do with getting to what I consider to be the right set of solutions for a given problem as quickly as possible, and increasing the intimacy [I have] with both the actors and the film itself.

"Part of what I do in my spare time is study," he says in regard to the continual learning process that defines the art of cinematography. "I read *AC*. I watch very closely what other cinematographers do, and I borrow all the time. I'm sure I'm not alone in tracking the people I respect, making sure I see everything they do more than once to get a sense of how they accomplish the various effects they employ."

Soderbergh, who did some camera operating on both *The Limey* and *Erin Brockovich*, joined the Local 600 union as a director of photography to shoot *Traffic*. The pseudonym came into play because the Writers Guild wouldn't allow him to take the credit of "Directed and Photographed by" for the film, and he didn't feel comfortable having his name in the billing block twice. Local 600 granted him permission to use the pseudonym Peter Andrews, a moniker that combined his father's first and middle names. "It was a great way to pay tribute to my dad, who's not around anymore and is the person who gave me the film bug," he says. "Ironically, the Writers Guild was willing to allow me to combine the [director-photographer] credit on *Ocean's*. But I thought it was good karma to leave it the way it was."

For a while following the release of *Traffic*, Soderbergh was rather mum about the cinematographic aspects of his work. "I wanted to be very careful not to make it seem like this was something I took lightly, or make it out to seem like anything *that* unusual. I wasn't interested in waving a flag about, and I'm still not. But at the same time, I

Smooth Operators

Soderbergh operates the camera on a shot in the vault set, where the acrobatic Yen (Shaobo Qin) slips out of his hiding place in a casino chip cart. The vault was lit with overhead space lights.

want to share information. That's what this magazine is about. I'm somebody who believes in giving anyone who cares to listen the benefit of whatever experience I've had."

For *Ocean's Eleven*, Soderbergh reteamed with his ace gaffer from *Traffic*, James Plannette, a 29-year lighting veteran who's gaffed such films such as *E.T.*, *Someone to Watch Over Me* and *Braveheart*, among many others. "He's the perfect combination of experience, enthusiasm and flexibility," Soderbergh declares. "I need somebody who has ideas when I don't have any, and who also doesn't get bent out of shape when I have very specific ideas. He'll try anything and knows what the effect will be because he's so grounded in all the photographic technical skills you accrue when you've been doing this for decades. Anybody watching us work would see very quickly that we're linked at the hip."

Plannette quips, "Because he's the cinematographer as well, he does the director's part, and then he *never* leaves the set. If we're headed in the right direction, that's great. And if we're not, he'll say, 'Maybe this isn't quite what we want,' and we'll change it. It's a very collaborative effort and a pleasurable experience. He doesn't have a tremendous amount of experience as a cinematographer, but he has a great eye and great taste. Together we end up in the right place."

"I spent more time as a cinematographer waiting for the director to figure out what he wanted to do than the other way around," jokes Soderbergh. "There were days when I was stumped directorially. For the first time on any movie I've made, there were elaborate setups that I'd spend an hour and a half or two hours on, only to tear them down before we even shot them. But I was able to figure out the right approach by doing the wrong thing. Once that was done, deciding how to light was usually a quick conversation between Jim and me. Luckily, the crew I work with is so efficient that I had the luxury of starting over and knowing that I'd still make my day."

Ocean's Eleven is composed in a very slick style that complements the cool characters and their hip hangouts. The filmmakers received their lighting cues, or vibe, if you will, from the natural aesthetics of the locations. Soderbergh explains, "When we went on the tech scouts, which are my least favorite part of filmmaking, we'd show up, and it was either great and we didn't want to, as Jim puts it, 'put our foot through a Rembrandt,' meaning we'd shoot it pretty much as was, or it was not terrific and we'd discuss how to make it feel a little more organic to our film and what we were trying to do without violating it. Sometimes it was as simple as adding some color somewhere."

Plannette elaborates, "The lighting was very reality-based. First we looked at what the reality was, and then we tried to make it work. We may have needed to enhance a few things for dramatic purposes or just to get an exposure, but we wanted the movie to look as if it wasn't lit at all."

To get that kind of exposure, Soderbergh placed strong demands on his film stocks, Kodak Vision 500T 5279 and Vision 250D 5246. "We ended up shooting almost all of the film with 5279 pushed two stops but rated at 1,200 ASA," he says. "In a sense, we're pushing two stops but

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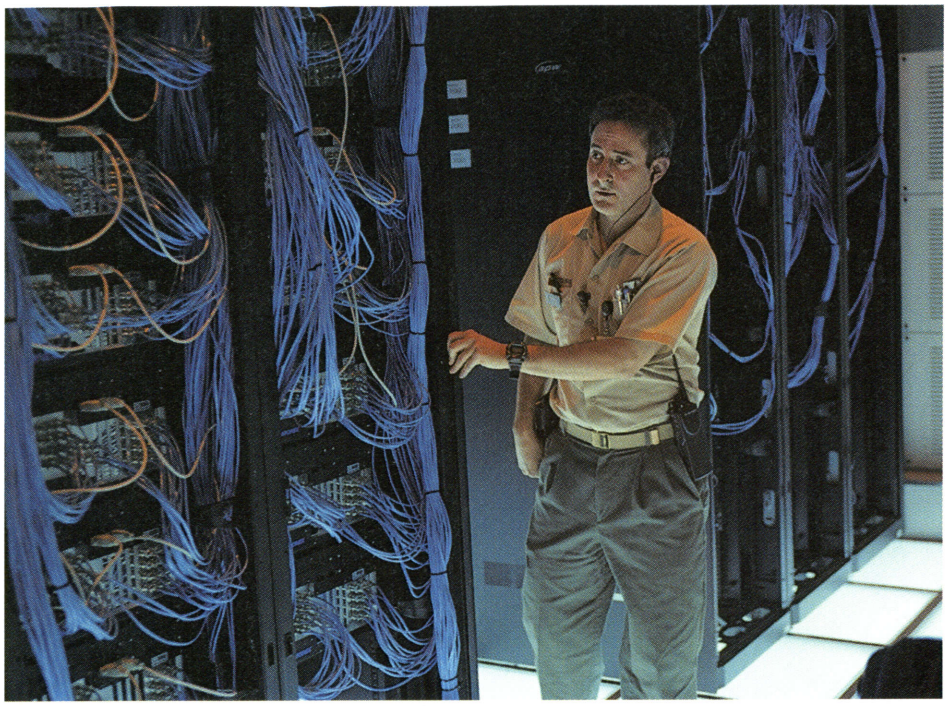

Helping to execute the team's elaborate deception, a nervous Livingston Dell (Eddie Jemison) infiltrates the Bellagio's machine room to patch into security-camera cables. The room was lit with electric blue-colored fluorescents that gaffer Plannette had first worked with on commercials 20 years ago.

shooting only a stop and a half over. Even though the movie is designed to be slick and elegant, it doesn't feel too glossy because it's got a little bit of grit in it, and I loved the contrast [the stock] gave me. I'm *really* happy with the way that looks, and it affords you so much flexibility. We tested the 800-speed (5289) as well, and I found that the 79 was sharper. I'm incredibly impressed with how robust the 79 is."

"In theory, of course," says Plannette, "if you push 500 two stops you rate it at 2,000, but we didn't feel we were getting a full two stops. The ASA was derived based on getting decent printer lights at the lab. About 95 percent of the 79 is printed at 24-31-25. We felt that was a good middle-of-the-scale printer light, and we altered our ASA to get that. We had an Eastman Kodak rep at our dailies one day, and when we told him we were pushing two stops he found it hard to believe."

"At the beginning of each day," Soderbergh says, "we'd shoot a gray card, and we'd build into the gray card whatever adjustments needed to be made to hit those printer lights. If we were going for a warm look, we'd put ¼ blue on the gray scale so that it would come back looking a bit warmer. If we wanted the scene to be printed down, we'd shoot the gray scale in a way so that when our printer lights were used, the scene would be down. We tried to take all the guesswork out of it."

The results are tight grain control, inky blacks, deep shadow detail and bold colors. For the film's few day sequences, the 5246 was pushed only one stop and had its own set of printer lights. CFI handled all the developing and printing, and Technicolor was responsible for the release prints.

Another key factor in the film's look is the use of Kodak Vision Premier Color Print Film for *all* release prints, which for Soderbergh was "possible only because we came in under budget," he says with a laugh. "After I did some tests involving some other print stocks and other ways of trying to get that look, I went back to Warners and said, 'It's just not the same.' They said, 'Okay, then we'll use the leftover production money.'"

Adds Plannette, "It seems to hold the highlights, like the bright street lights and the headlights of cars, and yet dig into the shadows at the same time."

Because the film was actually picking up a little more detail than was apparent to the eye on set, a trusty Polaroid was used as a reference to gauge the lighting parameters. "We used an old, modified Polaroid 195 that has shutter speeds and f-stops," explains Plannette. "We used 3,000 ASA black-and-white film but rated it at 2,400 ASA. Then we just figured the Polaroid was a stop faster than what we were doing [with motion-picture film]. The Polaroids were amazingly accurate. Compared to the Polaroid film, the highlights would hold a little better and it would dig into the shadows a little bit better on the motion-picture film, but we took that into consideration."

Color, emboldened by pushing the 5279 two stops, is liberally dappled throughout the film. Says Soderbergh, "Differences between colors in my mind become more apparent when I begin to mix color temperatures, or when I have scenes like those on the casino floor, which are so warm they're almost monochromatic. Jim and I decided that we weren't going to back off from the clash of colors.

"For instance, we shot at Musso and Frank's [restaurant in Los Angeles], where Danny and Rusty Ryan meet. We played up the contrast of colors a little more than you might normally. That reflects our taste in acknowledging that in life, there is a clash of color temperatures. All of the cinematographers I love have always embraced color and used it as a way to enhance mood and drama. We're always looking for ways to use color to put you inside the world a little more."

Plannette expands: "We installed practical lights in all of the booths at Musso's. The fixtures were

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Smooth Operators

Ain't that a kick in the head? Benedict, now $160 million poorer, stands amid the ruins of his formerly impervious vault.

very yellow, and in an effort to achieve reality we actually used only those lights for the faces with no fill. In the background, we placed a very dim fluorescent in the entryway. We put up a couple of Babies in each direction to separate the actors from the dark background."

The film was shot in the Super 35 format using the newer Panavision Millennium XL cameras. Sharper Primo lenses were used because of the additional optical printing step associated with Super 35. Soderbergh operated the A-camera while Duane Manwiller operated the B-camera and Steadicam. Soderbergh points out that for *Ocean's Eleven*, he called upon the Steadicam more than ever before. "There's a lot of movement in the film," he says. "I would use the Steadicam when I felt I couldn't get what I wanted from the dolly or couldn't get the effect I wanted. More often than not it was when I wanted to pan in the opposite direction of my track — going one direction and then pivoting with someone who's going the opposite direction. If you're not an accomplished operator, which I'm not [laughs], that can be a difficult move to do well. I would just have Duane do it because he can walk toward the actor, pivot and get the sensation that I couldn't get on the dolly. Quite often we even put the Steadicam on the dolly or on a Western dolly."

Because the film features more than 11 key characters in pivotal locations, camera movement was a way to clarify the accomplishment of Danny Ocean's complex plan. "I'm a huge fan of being geographically clear and making people comfortable with where everyone is and where each is going," Soderbergh confirms. "In a movie like this, the locations play a huge part in the plot, and I was very interested in showing as much of the environment as I could."

The film opens with an unshaven Ocean seated in front of some windows at his parole hearing with ¾ backlight over both shoulders — one of the scenes with which Soderbergh wasn't happy. "It's the first shot in the movie, and it makes me wince," he admits. "The edge lights wrapped around too much. I didn't want them to hit his nose. I wanted to draw a line around George, but because of the shape of the room I was having difficulty placing the light where I wanted and keeping the lamps out of frame. I wasn't very pleased with it, but I thought George was very good in the scene, and I didn't want to risk redoing it. Like I said, I'm probably willing to compromise more than most. I know we did knock down the windows and the fan vent with either ND3 or ND6. I think that was one of those days where Jim said, 'Does it really need to be nine stops over?' — like it was on *Traffic*."

Plannette reveals, "The film holds the highlights so amazingly well that when we stopped down, the windows were probably five stops over yet didn't give the appearance of blowing."

After recruiting his cracker-jack card-dealing friend Frank Catton in Atlantic City, Ocean heads to Los Angeles to meet up with his right-hand man, Rusty Ryan, at the voyeuristic club Deep in Hollywood. In a back room of the club, a set constructed for the film, Ryan is seated at a round table teaching some young TV personalities how to play high-stakes poker when Ocean joins in.

"The poker game is entirely lit with an overhead fixture that had swivel sockets with MR-16 globes in them," says Plannette. "The only other light is a [fluorescent] daylight blue tube in the background."

Adds Soderbergh, "It was behind one of the hanging things on the wall. We then duplicated it with a couple rolling edge lights that we would move according to whatever shot we were doing so we could wash people with it."

"When we got into tighter shots," Plannette details, "we had a white card or a Kino Micro Flo on the table to provide a little bit of fill."

"I love the Mini Flos and Micro Flos," Soderbergh notes. "We'd lay those on the table if we felt somebody's eyes were going down too much — put some, as we say, 'schmutz' in front of them, put them on a rheostat and just dial them to taste. I mount them on top of lenses all the time, too."

The crew gathers in Las Vegas and begins carrying out the caper. Whereas all sequences that take place outside of Vegas were shot cleanly,

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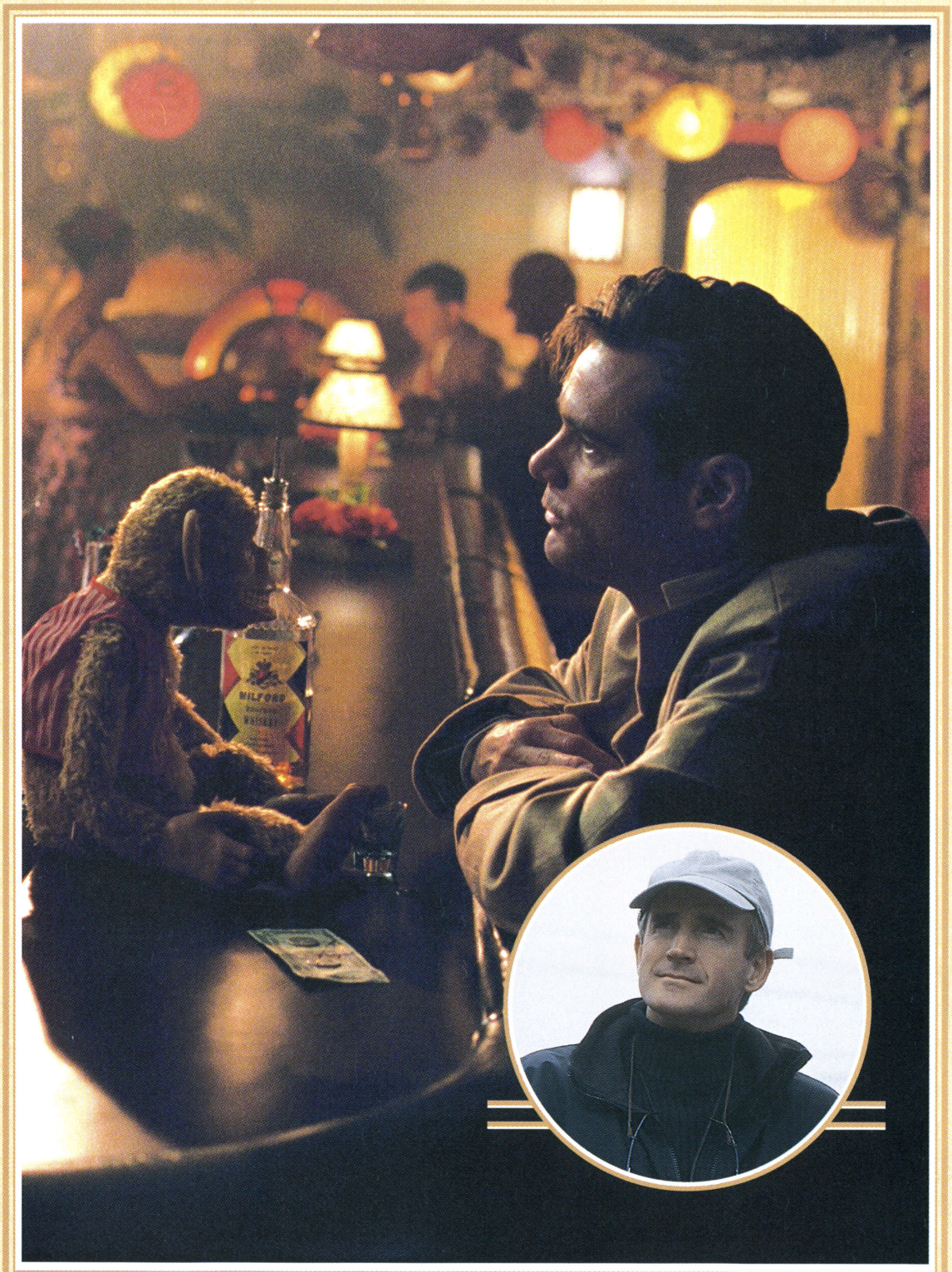

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Smooth Operators

In a scene shot with available light in front of the Bellagio, the happy hoods savor their success before heading their separate ways.

everything in Vegas, both indoors and out, was photographed using Tiffen Black Pro-Mist filters – ¼ for the interiors and ½ for the exteriors.

"I was trying to figure out how to do the big dialogue scenes, where everybody was either standing or sitting around, in a visually interesting way," Soderbergh says. "You've got a lot of people in a fairly confined space. I wasn't worried that it couldn't play, but I didn't want it to be boring. The scene where Danny tells everybody the plan at Reuben Tishkkoff's house in Las Vegas was really my first exposure to that. That was the scene where I discovered the glory of the 27mm; the entire scene is shot on that lens. I just tried to frame shots that clearly established where everyone was, where they had enough depth and geometry to them to make them interesting to look at."

While everyone surveys the targeted establishment, Ocean inevitably meets up with Tess at a Bellagio restaurant. Lighting in the casino principally has a very warm, wrapping quality. "In a normal key situation, I'm always bouncing or using a lightbox that Jim designed, something to make the actors more appealing," Soderbergh says. "I might not do that on every movie, but I did it on this because it's that kind of movie, a movie-star movie. For instance, when Ocean and Tess meet in the restaurant, I was trying to adopt a very classical Hollywood approach to their close-ups to make

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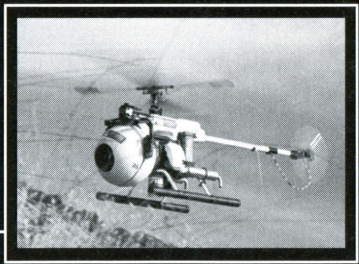

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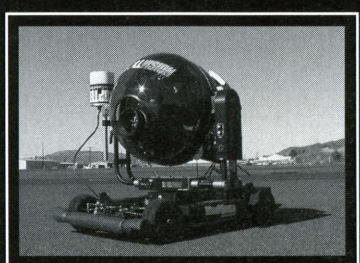

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them warm and appealing."

The filmmakers applied some of those same techniques on the casino floor, but on a broader scale. "We wanted to be able to shoot with pretty much available light in the Bellagio," says Plannette, "and then use some fill in the foreground or bounce off the ceiling for the background wherever we could."

Soderbergh interjects, "The big job was replacing all of the 50-watt ceiling bulbs with our own 150-watt bulbs."

"All of the lights in the casino were on a dimmer," says Plannette, "so we had them brought up to 100 percent, whereas they normally work at about 40 percent. We built some light boxes in which we put Number 1 and Number 2 Photofloods on a Variac. We used those for front fill for tracking shots; we'd put them on a pole and walk along with people. We varied it a bit to give an indication that they were walking in and out of light. Sometimes we used those light boxes for edge light depending on how tight the shot was. On wider shots, we used traditional Tweenies or Babies, often not very soft. There was justification for that in all of these locations because of the bright lights in the background."

"There are a couple of shots where I feel like it's not as natural as it should be, or that I went too far with trying to edge people out," Soderbergh reveals. "Some of the shots I'm happiest with are moving shots where we either mounted a light with us that we were bouncing into the ceiling, or we just let it go [directly]. I should have gone that way more often."

Most of the time in the casino, Soderbergh was shooting right at T2/2.8 split, and for one particular shot of Clooney at a slot machine (as seen on the cover of this issue), the filmmakers happened upon the lighting setup in true Las Vegas style: by chance. "The surface of the slots was so reflective that we placed a Par above him that we pounded into his slot machine," Soderbergh says. "The light came back up in a way that turned out to be really perfect for us. We got lucky."

Meanwhile, electronics expert Livingston Dell weasels his way into the casino's machine room to tap into security camera feeds, a room that seems as if it was constructed inside an electric-blue light fixture. "I wanted to go for that super-saturated monochromatic blue," Soderbergh explains. "I was tearing pictures out of a magazine for a film that I'm supposed to do this spring, and in putting the pile together I'd accidentally inverted this machine-room picture. It looked so much more interesting upside-down that I talked to production designer Phil

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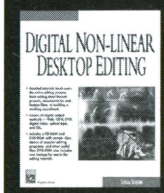

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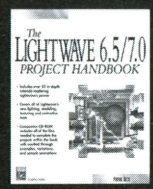

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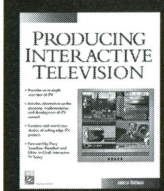

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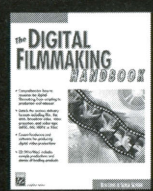

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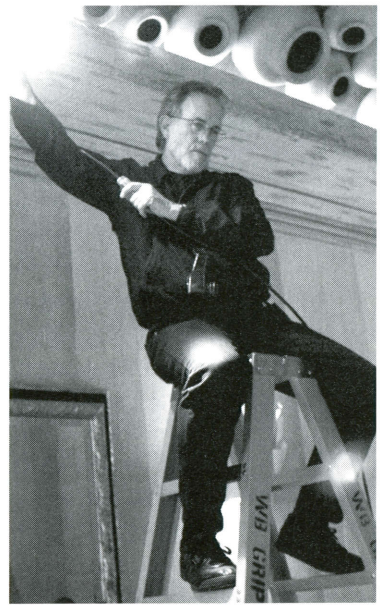


Gaffer James Plannette adjusts a lamp in one of the Bellagio's restaurants. *Ocean's Eleven* marks his second collaboration with Soderbergh, following their highly successful outing on *Traffic*.

Messina and said, 'Can you make the floor the ceiling so that all the lights are coming out of the floor?' He replied, 'I don't see why not.' They're really heavy blue fluorescents that Jim had told me about."

"They're fluorescent tubes that I first used about 20 years ago on commercials with a really innovative cinematographer-director named Melvin Sokolsky," says Plannette. "He was a still photographer in New York, and he used a lot of multi-colored fluorescents in his stills — reds, greens and electric blues. He carried them over to his commercials. Steven and I put those under the Plexiglas floor in the room to give it a really eerie blue feel."

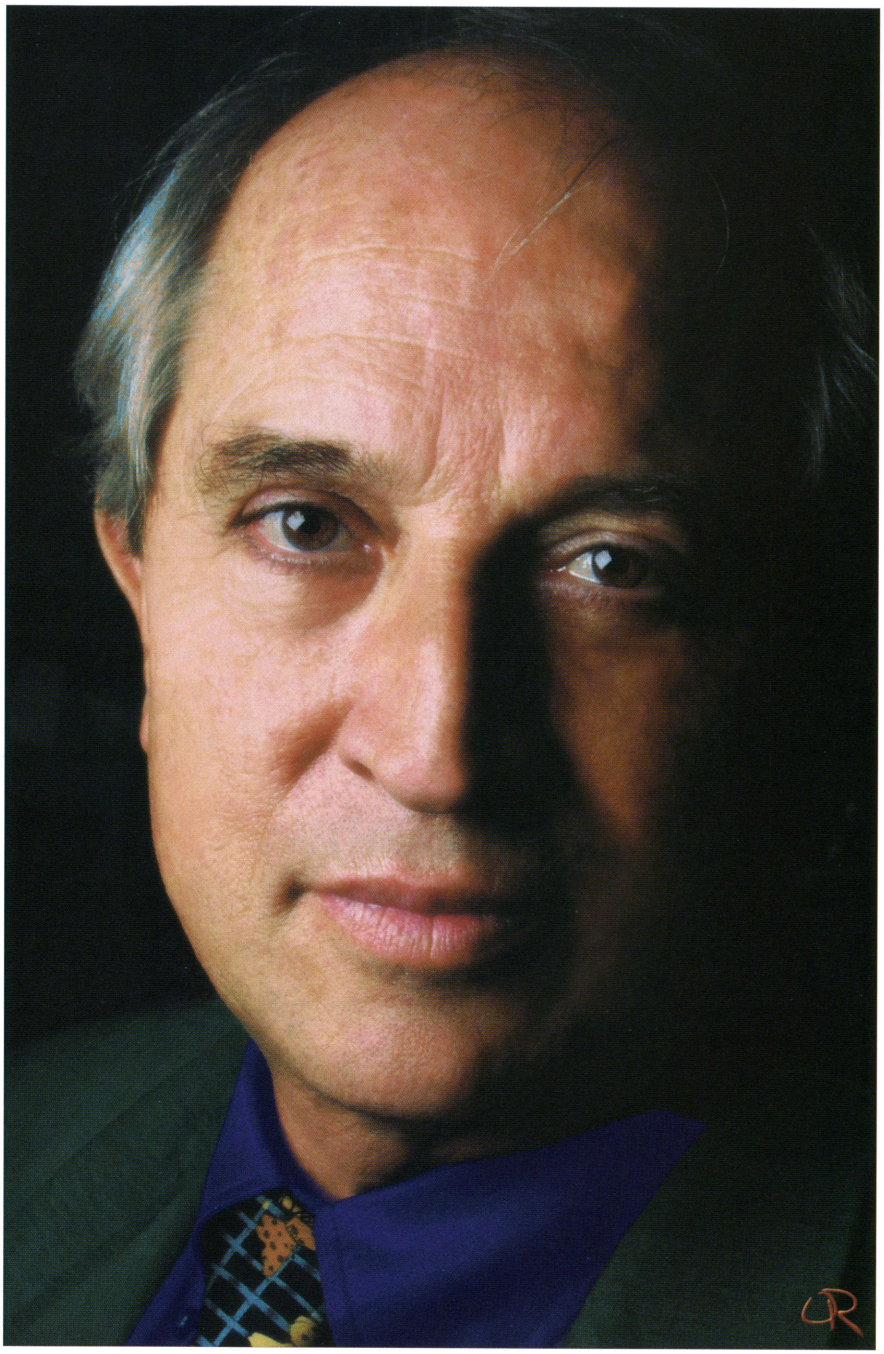
Soderbergh adds, "Then we had these little MR-16 can lights up top that we let go tungsten just to add a tiny bit of flavor whenever [Dell] was directly under them."

In stark contrast to the warm, plush comforts of the casino is the cold, underground vault set, which is rendered in shades of white, black and brushed aluminum. Variances in the light create the scene's contrast. The vault ceiling was tiled with opaque plastic squares that are typical of business fixtures, and above those were space lights. "The space light is a very versatile light because it has six fixtures in each light, and you can control them by the number of globes that are turned on," says Plannette. "We were able to use those in different amounts depending on the sequence. Once the vault explosion takes place, we used fewer of them. The hallway was lit with fluorescents in the ceiling and Lowel sockets along the floor."

After the gang pulls off the greatest heist in Las Vegas history by ripping off Terry Benedict, they return to their warehouse base of operations in a SWAT van. (Remember, these are con artists.) To show the van driving in — what might normally be a throwaway transitional scene — Soderbergh stylized the lighting with a moving shaft of sodium vapor-colored light that beams through as the garage door opens, and he also added subtle camera movement. "It's a weird effect," he says. "That was one of those days where I was trying to figure out how to shoot what in essence is a very simple scene. I remembered we had already shot Andy Garcia going into the elevator, with the doors closing and going to black. In theory, those elevator doors shouldn't have been black. They were metallic doors, so they should have been reflective. For some reason — and I didn't realize why until later — when we were shooting that shot of Andy, I said, 'Tent me in because I want the doors to go in silhouette.' Dramatically it just looked better. Later at the warehouse, I remembered that what preceded the scene was the black elevator doors, so I said, 'Turn out all the lights. Let's just put one light outside pointing in, but no fill light in the garage.'"

The opening of the automatic garage door allowed the shaft of light to shine more and more into the

VITTORIO STORARO, ASC, AIC



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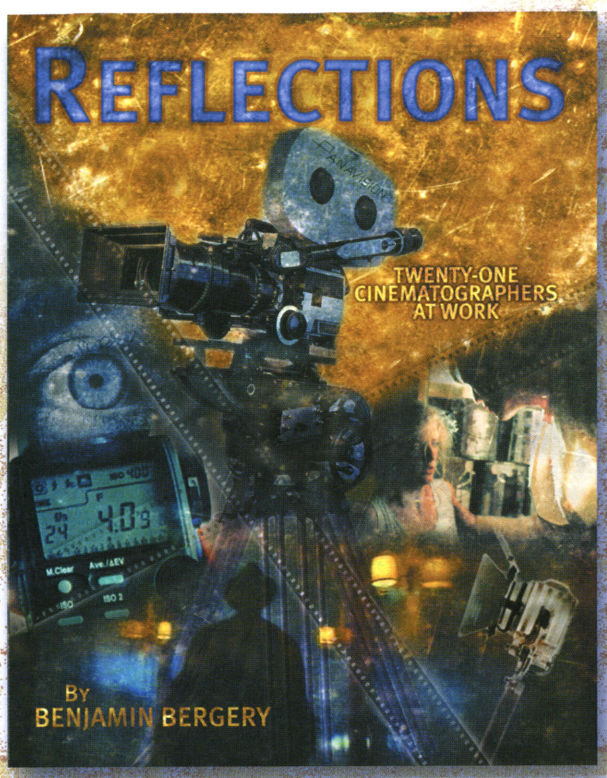

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pitch-black warehouse to backlight the van. Soderbergh tilted the camera up from the blackness to frame the van as it rolled in. "If Warners were actually aware of how much was being determined moment to moment on this movie, they'd probably be horrified, but that's the way I work," he says with a chuckle. "By accident, we came up with these shots that look like they go together."

Says Plannette, "We had a 20K on a Condor with a GAM #382 Brass in front of it. It's as close to sodium as there is, I think, which is what I like about it. Sometimes we added a little bit of green to it, but in this case we didn't. But it does cut quite a bit of intensity, so you need a pretty big unit to go through it. We were shooting at about a T2/2.8 split so that we held the background."

"Dramatically," Soderbergh reflects, "one of my favorite shots in the movie is a long tracking shot of Tess where she's left Terry Benedict and realizes Danny is still around somewhere. You see all that play out on her face. It was 200 feet or more of track. What we ended up doing was mounting a light on the camera as an eyelight. We had that on a Variac. We hooked a second dolly to my dolly, and on the back of it we mounted an edge light that was also on a Variac. So both lights were moving with us, but they were dimming up and down in a random way." Though it's shot during the day but plays as night in the film, the dimming variances make it appear as though Tess is walking in and out of pools of brighter light, maintaining the natural quality prevalent throughout the film.

"There are a lot of things about the film that I really like," muses Plannette. "Toward the end, all of the guys are standing outside the Bellagio fountains, and it's very touching when it ends on Carl Reiner as he's thinking about how it doesn't get any better than this." ■

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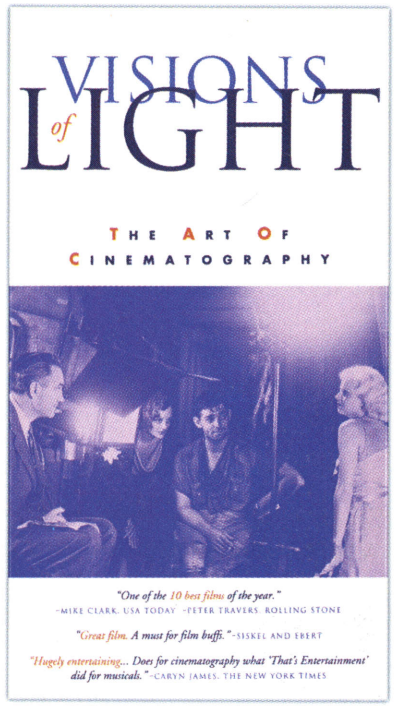

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Intellectual Angst

Cinematographer Robert Yeoman, ASC reteams with director Wes Anderson on *The Royal Tenenbaums*, a wry romp about a family of eccentric geniuses.

by Jon Silberg

Unit photography by James Hamilton

The Royal Tenenbaums is the third collaboration between Robert Yeoman, ASC and director Wes Anderson, and although its plot is propelled by small, quirky moments, it features enough storylines and characters to fill a novel. Anderson says the working relationships he has forged with Yeoman, cowriter Owen Wilson and production

designer David Wasco — all of whom worked with him on *Bottle Rocket* and *Rushmore* — made the new film's larger canvas a pleasure to create. "Bob Yeoman has shot all of my films, and we're very in sync," says the director. "He knows what I'm interested in, and we come from a similar school of thinking in terms of lighting."

Tracing his own development as a filmmaker, Anderson explains, "*Bottle Rocket* was very austere in its look. We shot that with spherical lenses and made an effort to make it almost monochromatic, with only a few bursts of primary colors. *Rushmore* was a widescreen movie that was more lush and used richer colors. *The Royal Tenenbaums* continues in that direction and goes quite a bit further."

The Royal Tenenbaums was shot in Manhattan but is set in an unnamed city. The story, concerning a family of geniuses beset by hard times, goes into motion when patriarch Royal Tenenbaum (Gene Hackman) is evicted from the hotel he calls home and attempts to move back into the family home occupied by his estranged wife, Etheline (Anjelica Huston), and her new suitor, Henry (Danny Glover). Coincidentally, their grown children Margot, Richie and Chas (Gwyneth Paltrow, Luke Wilson and Ben Stiller) also return to the nest as a result of their own misfortunes. Although the film spans some 155 locations, a significant portion takes place within the prominent Tenenbaum home; 25 days of the 60-day shoot were set in the imposing three-story house, so choosing the right structure was essential.

From the start, Anderson wanted to use a real house rather than a soundstage. Fortunately, the production discovered a group of once-stately mansions in Harlem that were scheduled for renovation. The company struck a deal to shoot in one of the houses, on 144th Street, right before renovations commenced. "The exterior was beautiful, and we could change the interior to suit the needs of the script," says Yeoman.

"We wanted a location that had everything right there — an interior, exterior, the rooftop, the street — a real place where the actors could go and settle in because they had so much work to do there," Anderson adds. "Preparing the house was a pretty long process."

In addition to being the emotional magnet for the characters, the Tenenbaum house sets the visual tone for the entire film. Production designer Wasco used a great deal of red and pink to create warmth in the environment — "a sense of hearth," as Yeoman puts it. Anderson called on his brother, illustrator Eric Anderson, to provide some detailed drawings before production commenced. "I had all of these notes about the way the house should look — the colors, the furniture, the props," says the director. "I wanted all kinds of reds and pinks. My notes were all over the place, and I was beginning to realize that I wasn't going to have a set of storyboards that I could distribute like I did on *Rushmore*. I gave Eric the information I wanted to communicate to the crew, and he did some very elaborate sketches. It took him awhile to do them, so a lot of the design happened without them, but when they were done people could hang them up in their offices or carry them around and [use them as a reference]."

Coming up with just the right shade of paint for the walls involved a bit of trial and error. The color needed to be striking, but because much of the light on the actors' faces would be reflected off the walls, the filmmakers wanted the color to be pleasing and natural-looking on the actors' skin. A first attempt looked good to the eye, but film tests with a stand-in revealed that the hue didn't bring out the desired effect, so another shade was selected.

Yeoman and Anderson wanted the production design to include a lot of practicals throughout the house. "There are nightlights and sconces and tons of glowing bulbs in the background of everything," says Anderson. Yeoman used Photofloods inside all of the practicals to "add some pop to the background." The cameraman elaborates, "[Gaffer] Andy Day and I used what are called book lights to actually light the scenes. It's a fairly standard technique: we bounced a Nine-light into a 4'x8' piece of foam-

Opposite page: The dysfunctional Tenenbaums gather for a family portrait. This page, top to bottom: Young prodigies Chas, Richie and Margot strut their stuff.

Photos courtesy of Touchstone Pictures.

Intellectual Angst

Right: In a shameless attempt to weasel back into his ex-wife's good graces, Royal (Gene Hackman) tells Etheline (Anjelica Huston) a whopper. Bottom: Margot (Gwyneth Paltrow), the former literary lioness, shares a moment with her adopted mom.

core, and in front of the foamcore was a 4'x8' frame of heavy diffusion. It's not the most controlled light source, but it provides a very nice and natural-looking soft source."

A single book light was sufficient for a fairly close space, and Yeoman used three or four if action carried over into several rooms. The light could be motivated by an unseen lamp or by light through a window, depending on the time of day. "Sometimes we'd put heavy tracing paper in front of a window and place a light outside pointing in," Yeoman explains. "Unless we were opening doors or windows to the outside, we'd put 85 on the windows and gel the tungsten lights inside with ¼ CTO. We'd shoot a gray card before we gelled the lights to make sure the lab [didn't time out] the warmth." The cinematographer says he used very little filtration, aside from "the lightest bit of Tiffen Pro-Mist to help some of the actors in close shots."

Yeoman almost always added an eyelight for close-ups; the eyelight was typically an Inky covered in heavy diffusion right above the lens or a Chinese lantern with a low-power Photoflood inside.

One location inside the Tenenbaum house that provided some unique lighting challenges was a tent that Richie (Luke Wilson) had set up as a refuge. For scenes in which he and his adopted sister (Paltrow) share moments together inside the tent, Anderson wanted to imbue the enclosure with an almost magical feel. "He wanted it to glow," says Yeoman. "We used a lot of 2K Blondes to achieve the effect. When you see the tent from outside, we had the lights inside, and when you're inside, they were outside pointing in."

The tent was built specifically for the show and consisted of panels of yellow canvas. The panels were fastened together with Velcro and could be removed to allow for camera and light placement. "The canvas was pretty thick, so we really had to blast the tent with the 2Ks," Yeoman notes. "It got pretty hot in there for the actors, but the effect was a really nice, soft glow." To prevent the canvas's yellow color from completely overpowering the scene, Yeoman also suspended a small Chinese lantern fitted with a standard Photoflood bulb directly over the camera or slightly to the side. Finally, though it was more a prop than a practical, there was a glowing globe inside the tent that could appear to motivate the light within.

Yeoman shot *The Royal Tenenbaums* in the anamorphic format, which he and Anderson had used for the first time on *Rushmore*. "I prefer anamorphic because I like using the whole negative," Yeoman says. "It's a very elegant frame, particularly when you're dealing with several actors in one shot." Adds Anderson, "One thing I like about shooting anamorphic is that you can have a few characters all together and still be very close to them, which helps you avoid a cut. Something I learned by watching how Roman Polanski uses the format is that in a two-shot, you can cut people off at the chest and it's almost a close-up. You can really see the expressions on their faces and become intimate with both characters. When you're shooting with spherical lenses, you sort of have to frame actors from the waist up.

"There are many shots in *The Royal Tenenbaums* where there's one person in the dead center of the frame with other things in the room that are sort of arranged into the edges," Anderson continues. "And then there are shots with about nine people arranged in the frame. You can just make a greater variety of staging work in widescreen."

Yeoman used Kodak Vision 500T 5279 for interiors and Vision 250D 5246 for exteriors. He rated the 79 at 400 ASA, and when shooting with the 46 he set his meter at the

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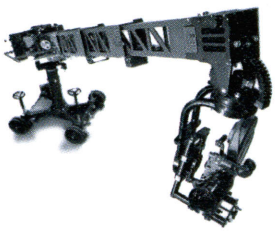

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Intellectual Angst

Blondes on blonde: 2K Blonde units were used to lend a magical glow to the tent where Richie and Margot share their secrets. The tent's yellow canvas panels were fastened together with Velcro and could be removed to allow for camera and light placement. In the bottom photo, Paltrow gets into character as the crew sets up a shot that will simulate the tent's interior. For this close-up, the illumination was provided by a China ball fitted with a standard Photoflood bulb.

recommended 250 ASA and then "opened up just a tiny bit."

The cinematographer employed Panavision Platinum cameras and Primo anamorphic lenses, and in keeping with a precedent Anderson established on *Bottle Rocket,* almost all of *The Royal Tenenbaums* was shot with a single lens, in this case the 40mm. Yeoman says *Bottle Rocket* was shot almost entirely with a 27mm spherical lens, and *Rushmore* was shot almost exclusively with a 40mm anamorphic lens. "The thing that's consistent throughout all of my films is a deeper focus than you'd normally expect," Anderson notes. "Close-ups are shot with the same lens as wide shots so the depth of field is more consistent. I think it helps the whole movie stick together in a way, and it also gives everything a very slightly unreal look. I think the audience expects that when there's a cut from a wide shot to a tight shot, the effect will be what it looks like when you go to a longer lens [compression of foreground and background and decreased depth of field], and when that's not happening, they tend to feel the cut a bit more. It's a style we've generally stuck to, though this film has a bit more variety than the other two."

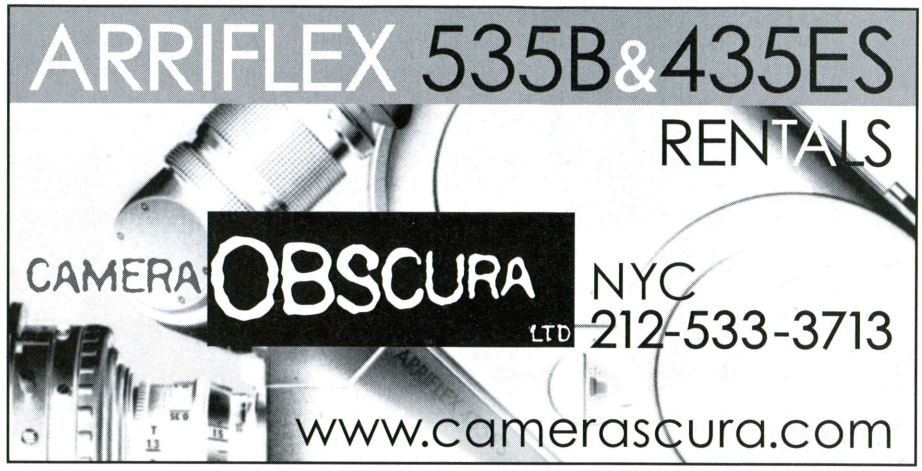
A Primo 11:1 (48-550mm T4.5) anamorphic zoom was kept on hand primarily for a series of pronounced snap-zooms. With the exception of those and some whip-pans, the few camera moves are subtle. When the camera does move, it's mounted firmly on a dolly atop a set of good, old-fashioned tracks. "Wes and I both like the control of the frame that a dolly gives you," Yeoman explains. "Steadicam is a somewhat looser frame and has a different feel as you're moving. Wes is very attracted to older-style films, so we built some long dolly tracks."

Ben Stiller and Gene Hackman get into position for an overhead shot of the ailing Royal.

One single-take scene follows Hackman and Huston as they stroll through Central Park for nearly two minutes without a cut. "It's only when you have actors of that caliber," Yeoman observes parenthetically, "that you can shoot them without having to worry about a lot of coverage." The cameraman credits key grip Bob Andres with making such dolly shots possible. "Bob did a great job with all kinds of rigs. He and his grip crew built an amazing track that went down a hill in Central Park. They laid out 20 10-foot sections of track, but there was a big boulder about halfway down the slope. Park officials didn't allow us to move it, so the grips used small sections of curved track to circumvent the boulder. The scene appears fairly straightforward, but it involved some pretty elaborate rigging.

"Gene Hackman came out and saw all the track, and he whispered to me, 'Hey, Bob, they've got this thing now called the Steadicam,'" Yeoman adds with a laugh.

Yeoman and his crew employed some newer tools when more traditional methods were simply unworkable. For example, a Super Technocrane was used for an



Intellectual Angst

The crew sets up a Super Technocrane on a scissor lift to capture an elaborate establishing shot of the Tenenbaums' brownstone.

early establishing shot of the Tenenbaum house during the film's prologue; the Tenenbaum children are shown in various rooms, and the script called for the camera to glide from the roof down to the first floor of the house, allowing the audience to see what's going on through the windows. "It was a difficult shot because we had to start so high and come down so quickly," Yeoman recalls. "I pushed to let the shot go on a bit longer, but there was a specific piece of dialogue Wes wanted to use over the shot, so we had to get from the roof to the first floor in about four seconds. We put the Super Technocrane on a lift to get it high enough and operated the camera remotely."

Yeoman says he wanted to do the shot at dusk because he felt it would not only help the tone of the scene, but would also make it a bit easier to balance the interior house lights and the sunlight in a naturalistic way. "We hid HMIs gelled with ½ CTO inside the house, but the problem with shooting at that hour was that the T-stop was liable to change from take to take." Furthermore, there was a measurable stop loss from the top floor to the street level. "We were opening up as much as a stop and a half in the course of the shot. Focus puller Storn Peterson did this perfectly; you'd never notice the change in aperture. I was very happy with Storn's work on the film in

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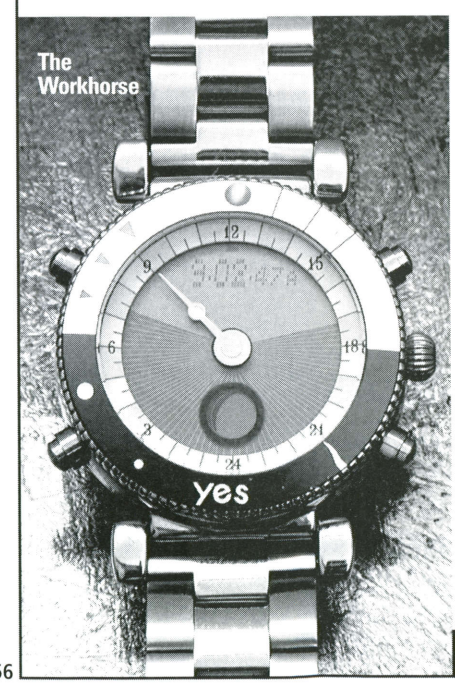

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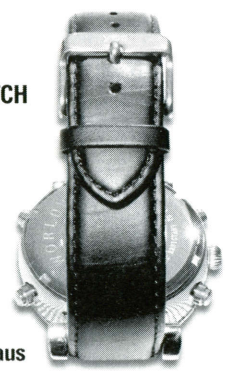


The Bauhaus

general. Every shot was perfectly sharp."

New York's Waldorf Astoria served as the film's Lindbergh Palace, Royal's home until his ignoble eviction. Though the beautifully appointed lobby provided a wonderful look, shooting there required some fast work from the lighting crew. Hotel management decreed that work could not commence before midnight or continue one minute past 6:30 a.m. "It was an enormous lighting job," Yeoman says. "We put some 20K tungsten lights through 12-by frames to light the whole lobby area, and we augmented that with Kino Flos behind all of the desks and a few small lights just to pick up certain areas. A Ruby 7 bounced into the ceiling provided overall ambience. We couldn't attach anything to those beautiful old walls, so we brought in a little Genie lift that we could hide behind some columns. We used pipe to create arms from the lift so we could hang some 5Ks and diffusion for backlight. We actually got a lot accomplished in a short amount of time."

Key grip Bob Andres and his crew used small sections of curved dolly track to help Anderson and Yeoman capture a lengthy walk-and-talk sequence in Central Park. "Gene Hackman came out and saw all the track, and he whispered to me, 'Hey, Bob, they've got this thing now called the Steadicam,'" Yeoman recalls with a laugh.

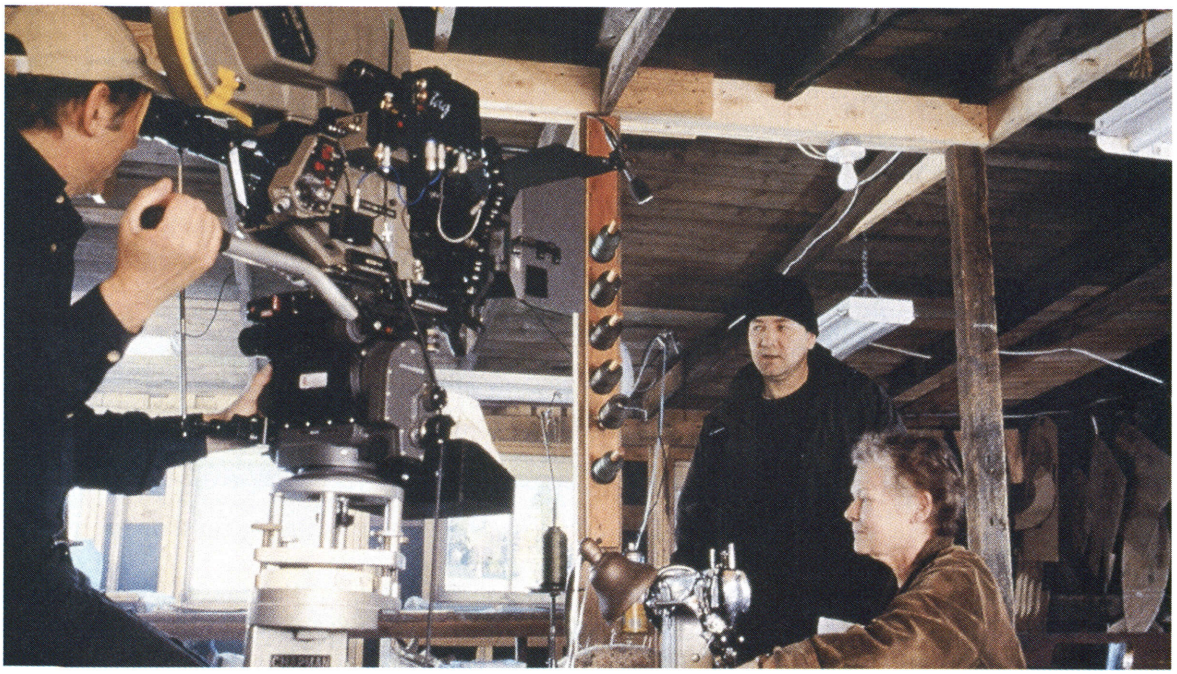
Anderson insists that he doesn't set out to make each of his films substantially more ambitious than the last. "It's just the way the stories come," he demurs. "My next one isn't written yet, but the idea is a little bit on the huge side. I suppose it will create problems on a scale that I've never even imagined." ■

Ancestral Travels

Cinematographer Oliver Stapleton, BSC helps director Lasse Hallstrom adapt the critically acclaimed novel *The Shipping News* for the cinema.

by John Pavlus

Unit photography by Doane Gregory



Opposite: Navigating a difficult passage in his life, a struggling journalist moves from New York to his native Newfoundland in *The Shipping News*. The writer, Quoyle (Kevin Spacey), enlists Agnis (Dame Judi Dench) to help him open up his old home.This page, top: Cinematographer Oliver Stapleton, BSC frames a shot using his own Moviecam Compact. Below: Stapleton considers his options while director Lasse Hallstrom (far left) preps the actors.

In the eight-odd years it took to bring Annie Proulx's Pulitzer Prize-winning novel *The Shipping News* to the screen, one of contemporary cinema's most longstanding partnerships was slowly but surely winding down. Oliver Stapleton, BSC had begun his collaboration with Stephen Frears in 1985 on *My Beautiful Laundrette* and had since worked with the director on many films. "I love to work just with one person for a while," says Stapleton, "but [as Stephen] says, 'The problem is that I know what he wants before *he* does.' We may do one or two more films, but in a sense we've done our spell together."

Fortunately for Stapleton, a new relationship was beginning to blossom with Lasse Hallstrom, for whom Stapleton shot *The Cider House Rules* (1999). "There's a graph to your relationship with a director," he says. "On the first film, you're feeling each other out; second film, you're settling down; third film, you're probably really doing well. But Lasse and I pretty much skipped the initial phase. Within a few days of starting to work together on *Cider House*, we realized we had so much in common that we fell into a groove very quickly."

Scheduling conflicts prevented Stapleton from shooting *Chocolat* for Hallstrom, but when Miramax hired the director for *The Shipping News*, Stapleton signed on without hesitation. "Lasse and I have a tremendously shared sense of cinema, and we did *Shipping News* with a great feeling of familiarity. He has a very extraordinary way of working from the heart, not from the head, and that's fairly unique in my experience of film directors," Stapleton says. "It also helped that we had a very solid group of people who'd made a lot of films together. This was my fourth film with Steve Dunn, the first AD, and it was my third with [production designer] David Gropman. *Shipping News* was a very difficult film to get together logistically, and the solidity of the team really helped."

The difficulties mainly sprang from the film's plot, in which a burned-out New Yorker named Quoyle (played by Kevin Spacey) travels to his ancestral home in Newfoundland in order to reconnect with his past. Slippery actors' schedules and unforgiving location work

Photos courtesy of Miramax Films.

Ancestral Travels

Because of actors' schedules and location difficulties, the production went against common practice, shooting soundstage sequences in Nova Scotia first, and then moving on to Newfoundland for location work. "We spent four to five weeks in the studio shooting interiors that were supposed to match something we hadn't shot yet," notes Stapleton (at left in bottom left photo, with Hallstrom).

produced often-frustrating results for the filmmakers. For one thing, shooting began on a soundstage in Halifax, Nova Scotia, rather than on location in Newfoundland — which goes against the logic of a production schedule. "That was a travesty, because anyone who makes films knows that you should start with exterior scenes so that when you go into the studio, you know if [the actor's] hair is blown, or if it's a sunny day — all of those things that are set if you've shot the exteriors first," Stapleton says. "But sometimes you have to make films the wrong way 'round, and this was a case in point. We spent four to five weeks in the studio shooting interiors that were supposed to match something we hadn't shot yet.

"I couldn't simply make guesses; that would have been pointless. In the end, I figured I'd just light each interior scene for what was correct dramatically. I lit some scenes with gray light because it suited that part of the script, and I lit other scenes to be sunny. The extraordinary thing was that when we went up six weeks later to shoot exteriors that had to match what we'd shot before, about 99 percent of the time the light was perfect."

Unfortunately, beginning the shoot in the studio led to another complication: there would be no snow on the ground in Newfoundland when it was time to shoot exteriors. Miramax simply decided to remove all references to snow from the script, but Stapleton found this "solution" unacceptable. "The film is a journey, and one of the potentially exciting aspects of the journey is that you can have different seasons which should look and feel very different," the cinematographer explains. "I wanted Quoyle to leave New York in the winter, and as he drove north I wanted it to be snowy because that signaled a complete change in landscape." Fortunately, Stapleton wasn't alone in this sentiment. "I managed to figure out how to put snow into that sequence by using a hodgepodge of photographic techniques, and when I presented the plan at a meeting, the producers and Lasse were all very relieved that I'd figured out how to do it! It wasn't that hard, but it was the sort of thing that only a cinematographer can work out."

Stapleton's scheme focused on a block of scenes that trace Quoyle's journey from New York to Newfoundland. After a snowy drive, he arrives in Newfoundland via ferry; he then ascends a hill and sees

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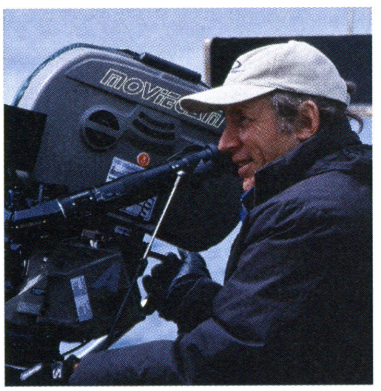


The crew prepares to shoot Spacey at the local newspaper, where Quoyle begins to contribute a regular column. Right: Stapleton behind the camera.

his house attached by cables to the icy landscape below. Accompanied by Agnis (Dame Judi Dench), he approaches the house, enters and later goes to sleep. "We contrived that there's a huge rainstorm during the night which washes the snow away, so when they wake up the next day and go outside, the snow is patchy," says Stapleton. "We did that because once the next day begins, we get into a whole block of scenes where it just wouldn't be feasible to keep the snow element going.

"In order to make those shots work, we had the second unit go up in a helicopter and shoot some plates during the period in March when there was snow in Newfoundland. They also shot plates for the driving shots: a rear view, two side views and a front view. Then we shot the actors driving in the studio to match those plates. That got us off the ferry and into the snowy landscape."

To get the shot in which the actors arrive at the summit of the hill, the filmmakers simply covered the immediate small area with fake snow and then cut to the actors' POV to establish the view of the house. Creating this shot required more plate work. "First we had the second unit shoot a plate of the sea, the hills and foreground all covered in real snow; we had worked it out in prep with marks on the ground. But then the actors were there looking at the house, which was sitting on a hill that had no snow on it. So we then did the same shot as near as we could with the same lens, same height and same horizon. In the old days, that would've [called for] a very complicated lock-off for exact matching, but nowadays they can use digital tools to slide the image around and make it match in post."

The next element of the sequence required the characters to walk down the snowy hillside toward the house. "In order to achieve that, we needed a wide shot with doubles [for the actors] walking toward the house. But we snowed in a fairly big area behind them and shot it with a 400mm lens in order to minimize the 'width' of the background," Stapleton explains. The final pieces of the sequence — interior shots of the characters entering the house — had already been created in the studio on the first day of principal photography.

After that, the only snow-related effects to keep track of were the post-rainstorm "patches," which turned out to be challenging enough. "Our refrain would always be, 'Oh my god, we need patches!' because we'd scan through the script and suddenly realize we were in a scene that required them," laughs Stapleton. "Every day the same 25 guys would be adding and removing snow. The locals thought we were completely nuts!"

Because Newfoundland's terrain was whited out during the prep period, Stapleton was left with one more logistical hurdle to clear before production. "Photographically, I knew that going and shooting a whole bunch of white would tell me nothing. So I got a friend to take my camera and lenses down to the area [of England] where I live, which I knew would look very similar to Newfoundland when there

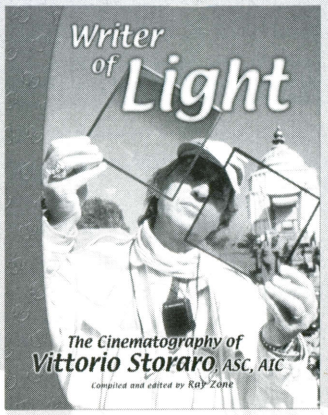
wasn't any snow there. We also shot some tests in a fishing port near Halifax, because at least the snow doesn't settle on the sea. I was able to get some tones of the sea and the ships that weren't pure white."

According to Stapleton, Hallstrom is "like a collagist who loves to have things put in front of him that he can select from," and the cinematographer worked hard to take advantage of that openness despite the obstacles he faced during prep. "When I do tests, they're pretty wild. They've nearly got me fired a couple of times," he chuckles. "Whenever I'm shooting somewhere, I think, 'What's the worst possible light I've got to deal with?' I realized that the worst thing that could happen to me in Newfoundland would be that the sun would come out, the sky would go blue, the hills would look green, and we'd all be in the land of musicals. Of course, there's a good reason why you can buy a house on two acres of land in Newfoundland for $5,000! I wanted the look of the film to reflect that, rather than have it look 'pretty.' I wanted to give it the beauty of a diamond: a kind of coldness, but at the same time the beauty of something that is harsh and tough."

With that goal in mind, Stapleton leaned toward using the popular bleach-bypass process to desaturate colors, crush blacks and increase contrast. He tested Deluxe's ACE (Adjustable Contrast Enhancement) process, but the results were deemed unacceptable on aesthetic grounds. "Because of cost, labs have been struggling to get around the problem that so many cinematographers love bleach-bypass, which is a printing process," he says. "There were a lot of suggestions — one might say pressure — from Miramax to come up with a process that could be applied at the intermediate stage. I spent a lot of time looking at what Deluxe could offer at the interneg stage, but I didn't like any of it, and neither did Lasse or David. It made faces look a bit too rough.

"Then I said to the lab, 'I like what you're doing with ACE, but can't you come up with something that's like that [effect], but less so?' That's when [Deluxe Toronto manager] Chris Severn and all the technical boffins put their heads together and modified it in a way that they decided to christen 'ACE-Oliver Stapleton,' for want of another name. It had the effect of taking a lot of the color out of the blue sky, so that it was paler, while making the green in the landscape a bit darker and less rich. We all eventually agreed on this process, and [it was applied to] all of our rush prints."

As *AC* went to press, Deluxe



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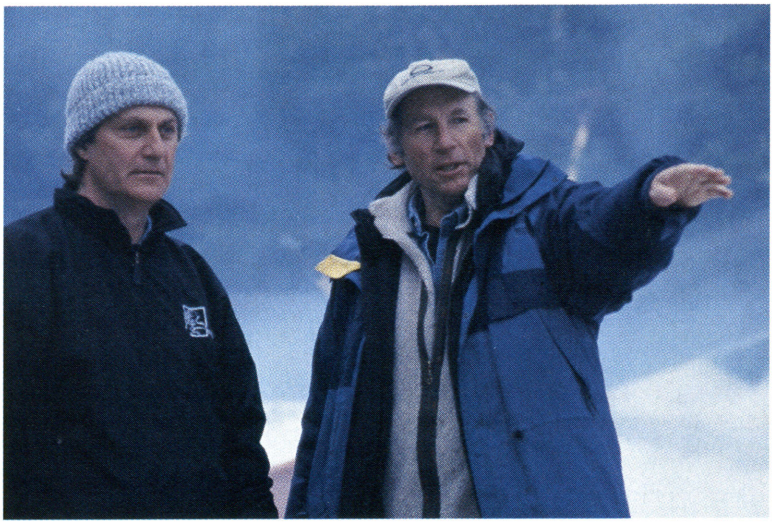


Hallstrom and Stapleton, who had collaborated previously on *The Cider House Rules*, solidified their creative relationship on *The Shipping News*. "He makes the process of filmmaking a happy one," says Stapleton. Below: Petal Bear (Cate Blanchett) blows back into town and roils the waters.

was experimenting with ways to achieve that look by applying the modified ACE process at the intermediate stage instead of the printing stage, according to Severn. "That way, the look Oliver wants will be built in, rather than having to be printed in," he says.

Stapleton's sensitivity to landscape also impacted discussions about the film's aspect ratio. He felt that Newfoundland's rugged features deserved a widescreen format, but conceded that the height differences among actors could make 2.35:1 framing awkward. That Hallstrom had only worked with widescreen once before (on *The Cider House Rules*) also created concern. "Right up to the last week, we were still tussling about which format suited the film," Stapleton recalls. "It's simply easier to shoot in 1.85:1, but that format doesn't give you the same kind of tension when you go out into the land. So I got Steve Dunn to bring in Spacey and Dench and the child actor for me four days before we were to start shooting. We were lucky that the child was quite tall, and neither of the actors was. We went to the set with a viewfinder, and I kept

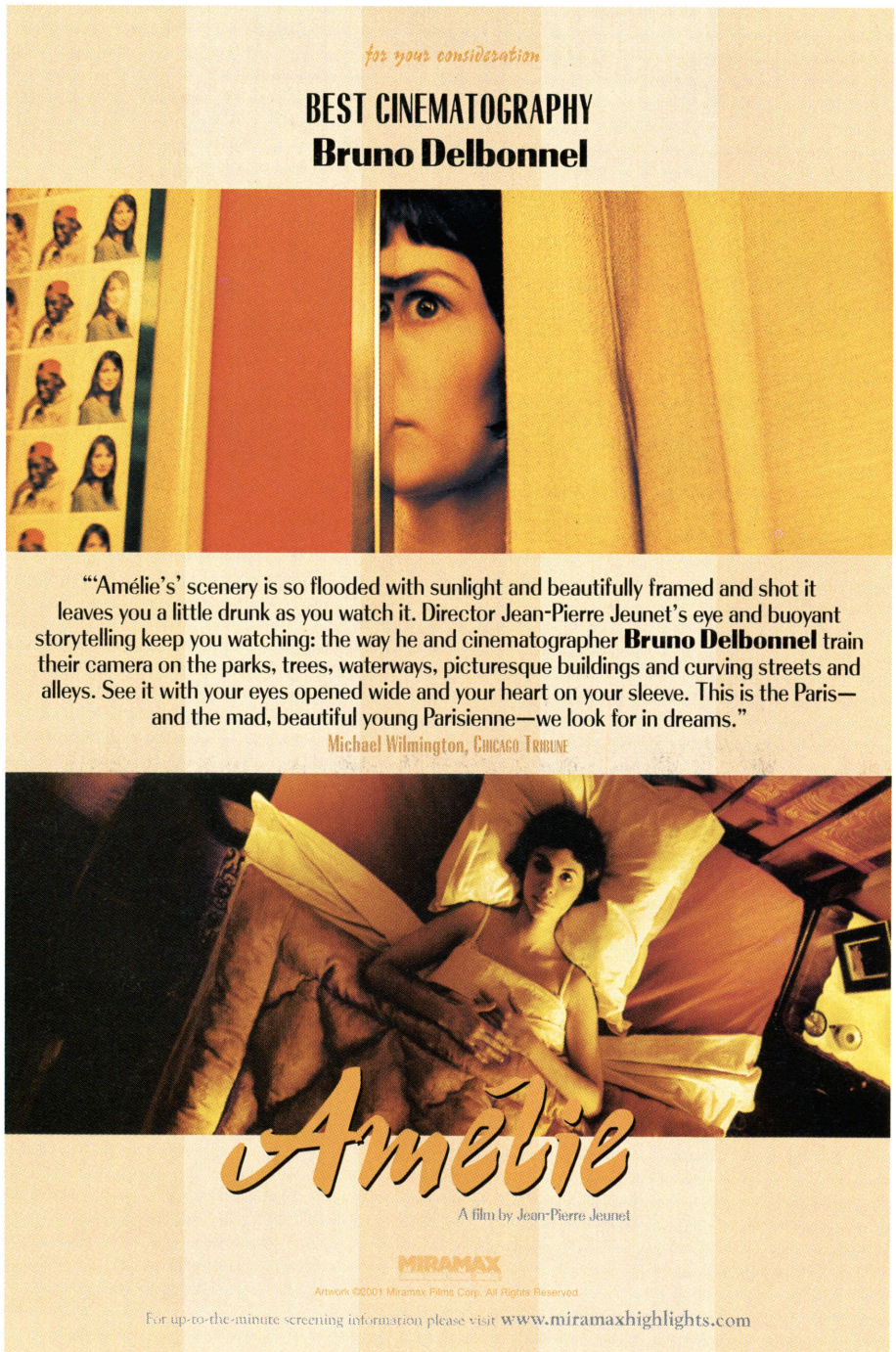
switching it between 1.85 and 2.35 and handing it to Lasse. In the end, he said, 'You know, 2.35 is just more cool.'"

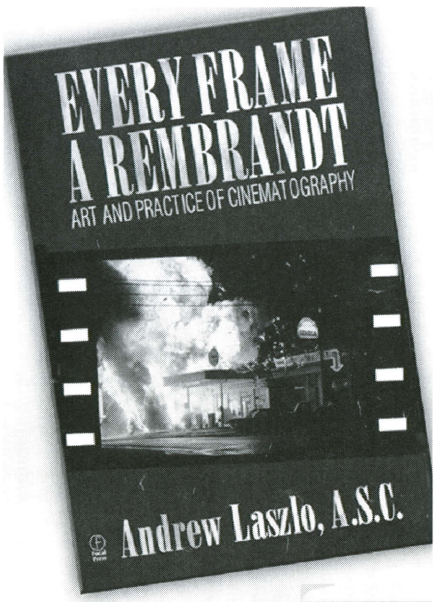
Still, the question remained of whether to shoot the film with anamorphic lenses or utilize the spherical Super 35 format; the filmmakers opted for the latter. Says Stapleton: "In some ways, I think I should have shot it in anamorphic. I spent the first two weeks seriously considering it, because the film has a lot of day exteriors, which suits anamorphic. But I'm also very aware that Super 35 looks so much better than it used to. People often say the problem with Super 35 is that you see great rushes, but the print is a disappointment. I've not found that to be the case. For me, the crucial difference is in the perspective. A 50mm anamorphic lens is a 'wide' lens, but it still has the perspective of a 50mm; you have a wide angle but a tight perspective. It's hard to get your brain around, but it's a fundamentally different look.

"One of the most important considerations about anamorphic is that it's very hard to get a really good set of lenses. I had six weeks to prepare *Shipping News* in Nova Scotia, which is not exactly where the major rental houses of the world are located! There I was, four weeks from shooting the film, and I thought, 'Do I go with Super 35, or do I spend the next four weeks just worrying about lenses?' So it finally became a practical issue."

Shooting spherically allowed Stapleton to employ his trusted personal gear: a Moviecam Compact outfitted with Cooke S4 series primes. Once again, environmental concerns informed the choice. "I knew we were going to be exposed to some very harsh conditions, and with most lenses you have to have the grease changed in order to work at low temperatures, or else the barrel gets too stiff. The unique thing about the S4s is that they work on cams like a zoom lens, so no matter what the temperature is, the barrel moves in exactly the same way."

Stapleton prefers to use his own cameras whenever possible, and the unforgiving location of *The Shipping News* proved a perfect match for the two lightweight Compacts. (The production rented an extra one for B-camera work.) "If you're a Formula One driver, when you go to a new track you don't want a different car. When you get in your car and it's all familiar, you can really concentrate on the road. So when my camera package turns up, I don't even have to look at it. The assistants deal with it, and I look at the road. [The Compact] doesn't do what the [Arriflex] 535A can do with speed or aperture changes, but you don't need that for a Lasse Hallstrom film. This





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Ancestral Travels

The filmmakers prep an exterior sequence on location in Newfoundland. Below: A local widow (Julianne Moore) catches Quoyle's eye.

film [was shot in] what you might call pure classical mode — no fancy angles."

The filmmakers even resisted the urge toward stylization when creating the elaborate flashbacks and "drowning visions" that Quoyle experiences while rediscovering his history. "We considered a whole slew of things like handheld, Super-8 and digital [video], but in the end we decided to keep it simple," Stapleton says. "I realized that if I just made a coherent whole out of everything that was going on in Quoyle's brain, it would be less confusing and more convincing. I really wanted to stay away from the Super-8 'docu' look. When Quoyle 'remembers' that his ancestors were bloody pirates fighting on a boat, you've immediately gone into something fake if you show it in that manner, because there's no way anyone would have had an 8mm camera on a pirate ship."

Instead, Stapleton created a distinctive look by overexposing the flashback scenes by two stops and instructing Deluxe not to correct the look. "Conventional cinema spends a lot of time using sepia tones or soft filters to constitute memory. I knew that a lot of our flashbacks were either underwater or in snow, and I

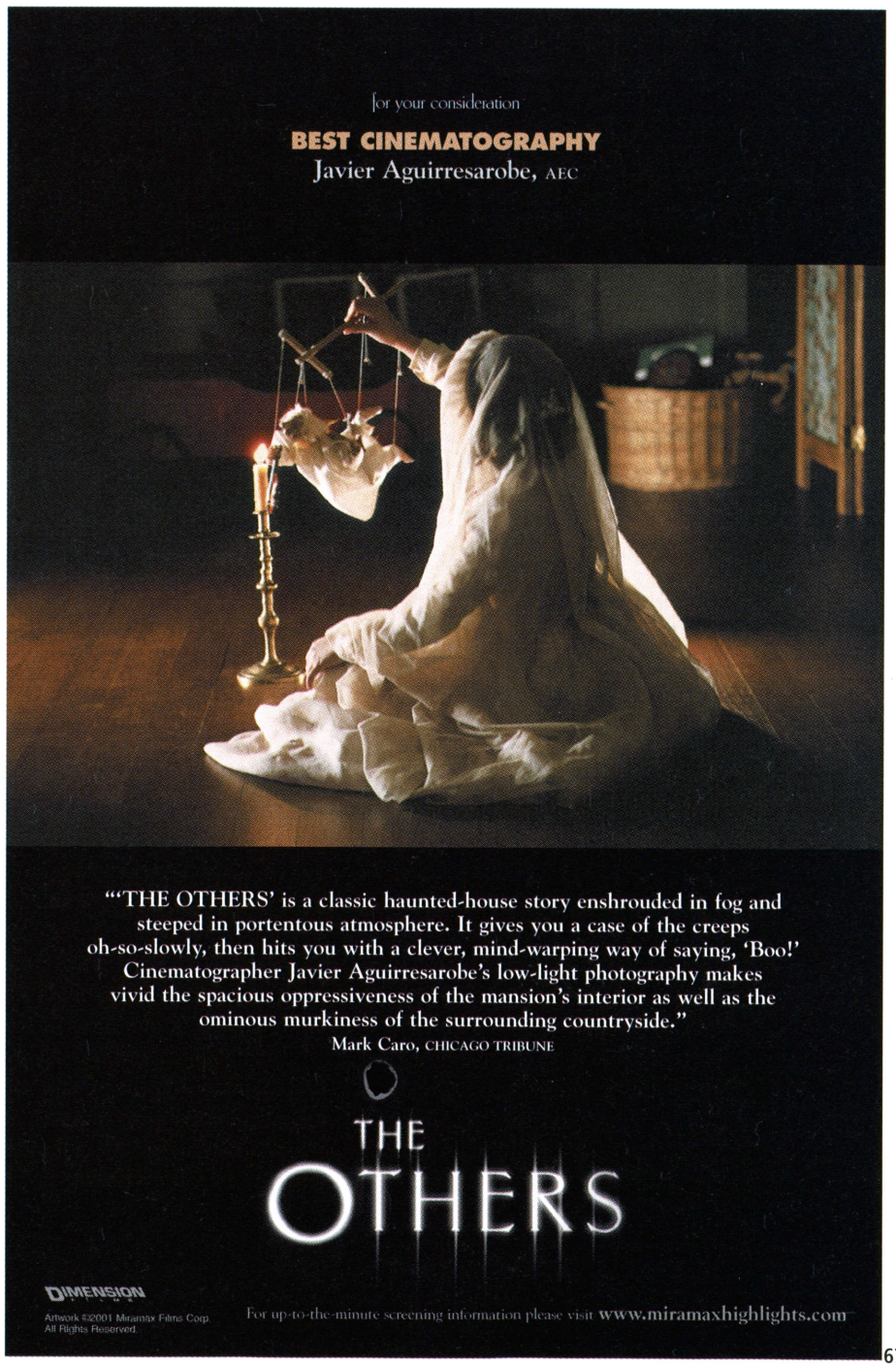
thought that it would be good if they had a burned-out quality — a brightness [so pronounced] that you would almost need sunglasses to look at those memories, because they were so strong."

Stapleton shot the film mainly on Kodak Expression 500T 5284 stock, and ensuring that the overexposed scenes stayed that way required extra vigilance from the camera crew. "As with all things Kodak, the latitude was just astonishing," the cinematographer says. "There were some misunderstandings with the second unit at one point, and they sent back some overexposed stuff but forgot to include the note with it. The lab printed it down, and I gasped when I saw it because it looked normal! If you really want to create a negative that's unusable except as a burned-out image, you'd probably have to overexpose it by about four stops."

Stapleton also found the low-gamma 5284 to be an ideal check on the contrast-increasing ACE process. "The most interesting way to print contrasty is to have a long tonal scale on the original negative," he says. "Otherwise you double up and you wind up with no tones." Judicious use of the 84 with other stocks also allowed Stapleton to "ride the light" within the targeted range: Kodak Vision 320T 5277 (along with the 84) minimized contrast on sunny days, while Vision 250D 5246 bumped it back up when the daylight was overcast. Stapleton also used the 84 for night scenes.

Printing, however, was done on Fuji stock. "Kodak supplies two print stocks: contrasty and more contrasty," Stapleton explains. "The Fuji stock is less so, and because the ACE process adds a lot of contrast, I found it better to use a print stock that wasn't quite so gutsy in the first place."

Stapleton supported this delicate tonal balance with his studio lighting strategy. In order to mimic the wraparound quality of Newfoundland's wintry daylight, he set units to bounce off of a giant white cyc that was erected around the house. "The feature of snow is that you get a lot more light bouncing up than you would with regular daylight, so we made sure that each window also had diffusion frames at the top and both sides, with Blondes, Nine-lights and Six-lights positioned around them. When I showed up, David Gropman's carpenter had put shutters on each window, which left a ⅛-inch gap between each one. I got David to make more holes in the roof and remove some of the shutters, as if they'd fallen off. That way I could model the light and lend it much more character." The cinematographer used no filtration on the camera, exposing the interior shots



Ancestral Travels

The crew checks sound and focus for an interior scene featuring Spacey and Dench.

between T2.8 and T4.

"I did cheat a little bit," he admits, "in that I realized that it would be much more dramatic if there were actual stripes and pools of light [in the house]. A stripe is only created by sharp sunlight, not dull daylight, so I took a bit of poetic license and created an 'in between' sort of light. It didn't quite look like sun, but it was pooled. I shined 10Ks and 12Ks through Hampshire Frost diffusion and a little bit of smoke. It wasn't direct, but it had a nice, strong contrast so that it could pick up the actors as they walked through the pools."

Despite the inherent darkness imposed by the production design, Stapleton decided to base his key sources for night interiors on candles and lanterns instead of traditional electric practicals. "Initially we thought that the characters should arrive at the house and flip on the electricity, but I had a problem with that. I live in the country and am aware of things like generator use, and I thought electric light seemed weird if the house hadn't been lived in for 40 years.

"I looked at some old documentaries made in Newfoundland. Candles and oil lamps were expensive, so there was a strict routine about your light: you lit the lantern in the kitchen when you ate, and if you went to the bedroom, you'd light a candle and put the other one out. We were a bit concerned that the candles and lanterns would look too romantic, but I convinced everyone that we didn't *have* to make it look that way — it could just look functional. I put three small units on dimmers nearby, one above and a couple to the side, shaded off and gelled with half CTO."

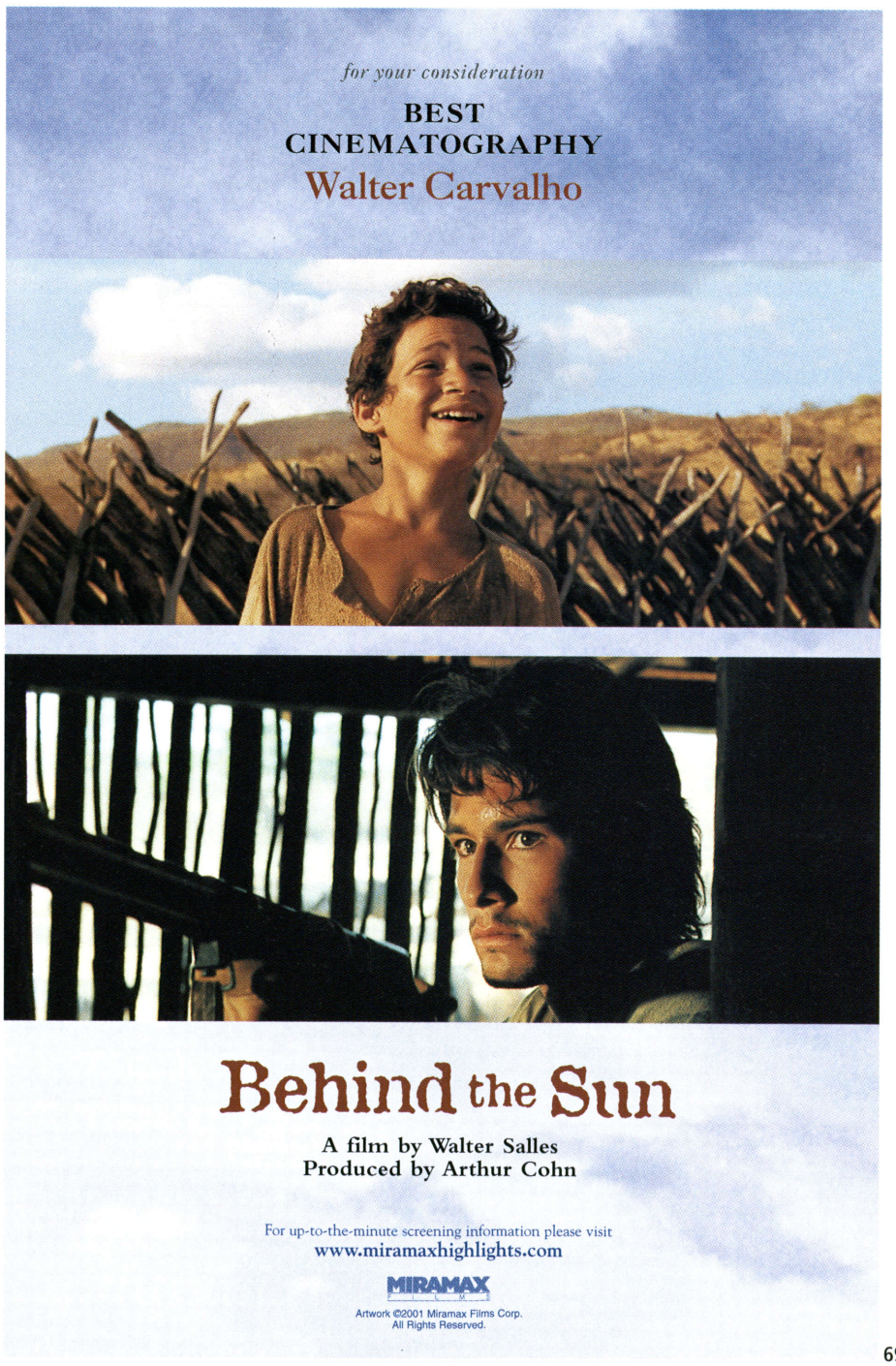
The filmmakers' remaining challenge was the extensive marine work required to create Quoyle's "drowning visions." Because these sequences contain shots from both surface and underwater perspectives, shooting was divided into two phases. The underwater shots, supervised by marine specialist Mike Thomas, were done in the studio's "swimming pool" in Halifax. "Mike Thomas had just come off of *Pearl Harbor*, and I left a lot of the underwater lighting to him," says Stapleton. "I'm not scuba-trained, but I spent a

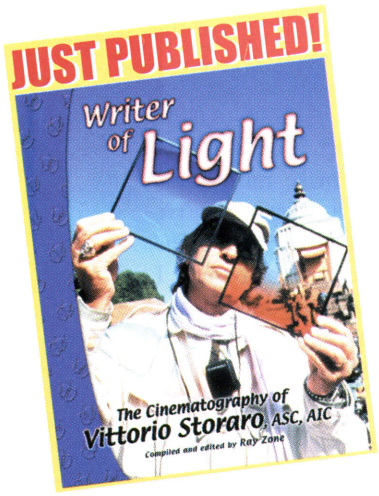
whole day in the pool paddling around with a snorkel, looking down. The underwater set was lit with reflected light and with strong diffused light from above. We used HMIs reflected off polystyrene and silver. I wanted a sunnier feel for some sequences, so we then used heavy spotlights coming in at 45 degrees. With underwater work, you need quite a lot of strong light that can penetrate the water."

The surface work proved much more vexing. The filmmakers initially planned to shoot practically off the Canadian shoreline, but they were told that the frigid water was unsafe for actors. Luckily, says Stapleton, "we stumbled across the fact that St. Johns, Newfoundland, has one of the biggest wave tank facilities in the world. It's an absolutely enormous tank, measuring 160 meters long by 100 meters wide, which is used for testing America's Cup yachts and such. I tentatively suggested that we shoot Kevin Spacey in the wave tank. There was a lot of skepticism in the beginning, but after consulting others who'd dealt with this sort of problem, including crew members who had worked on *The Perfect Storm*, I convinced everyone that there would be too many problems trying to make [realistic] waves in the studio swimming pool."

The advice from *Storm*'s veterans also helped Stapleton achieve a particularly difficult move in which the camera rises from beneath the waves and ascends over the action in one smooth motion. "You just couldn't do this move with an underwater cameraman. He can come up to the surface, but then he's subject to whatever the surface is doing — if it's very rough, he's going to get knocked about. We rented a device from HydroFlex that's a remote head on a crane under the water. You can crane right up out of the water and look down, which also gets you over the horizon problem. Instead of having to digitally matte the horizon onto every shot, you can actually come up out of the water looking down and avoid it altogether."

Such a consistently difficult production could have strained even the most solid collaborators, but Stapleton insists that his second experience with Hallstrom was "a delight." He is already eager to start on their next project. "I certainly feel Lasse and I can make more films together and it'll just get better. We had our share of problems on *The Shipping News*, but I don't think I ever heard a voice raised once against anybody. He can make the process of filmmaking a happy one." ■





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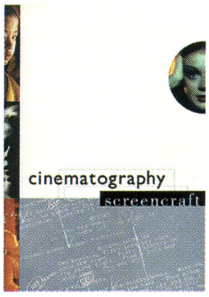

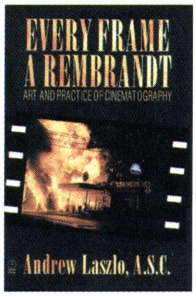

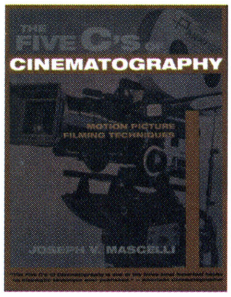

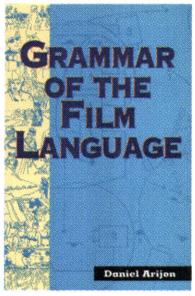

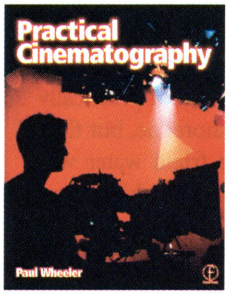

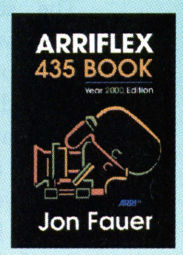

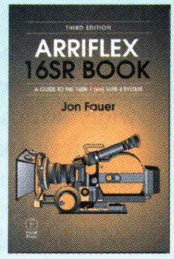

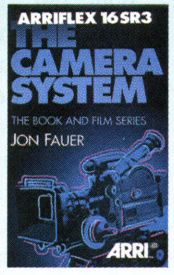

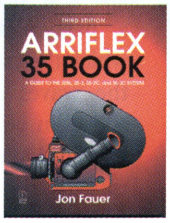

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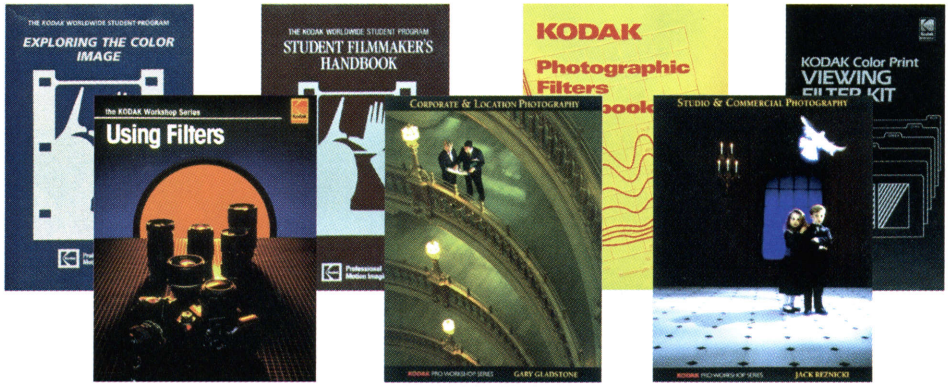

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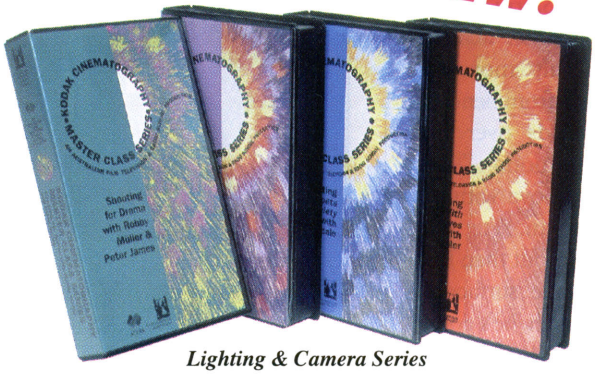

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Upstairs, Downstairs

Gosford Park, directed by Robert Altman and shot by Andrew Dunn, BSC, revives the venerable drawing-room murder mystery.

by Eric Rudolph

Unit photography by Mark Tillie

In *Gosford Park,* some 40 top-shelf British and a few American actors recreate a 1932 weekend shooting party. It's a time of flux, between the world wars, and the era of servant-filled English mansions is on the wane. However, that trend has yet to penetrate the thick walls of Gosford Park, where aging industrialist Sir William McCordle's dozen or so servants must share the weekend's duties with several visiting servants, who are in tow of McCordle's guests.

Beneath the seemingly orderly surface, however, lurk power struggles, infidelities, jealousies, blackmail and other treacheries. So after proceeding like a fine, Altman-style episode of *Masterpiece Theater* that examines the two poles of the rigid English social structure, *Gosford Park* takes a not terribly unexpected dramatic turn. It isn't long before a police inspector arrives and gathers the guests and the waitstaff in order to begin investigating who, among the multitude of likely suspects, might have committed a dastardly deed.

Among the actors portraying the story's aristocrats are Michael Gambon, Kristin Scott Thomas, Maggie Smith, Jeremy Northam and Bob Balaban; Balaban conceived and developed the script with Altman. The servants are played by Alan Bates, Helen Mirren, Eileen Atkins, Richard E. Grant, Derek Jacobi, Emily Watson, Clive Owen and Ryan Phillippe. The audience's appealing, wide-eyed guide to this strange world is a novice maid played by Kelley MacDonald. In fact, the upper-level environs of the swells are seen only through the eyes of the downstairs staff; upstairs is never visited unless at least one of the servants is present.

Altman's 45-year film and television career has had as many dramatic twists as any of his 35 theatrical features, which include *M*A*S*H, McCabe and Mrs. Miller, Nashville, California Split, The Player* and *Short Cuts*. *Gosford Park* cinematographer Andrew Dunn, BSC, whose credits include *The Crucible*, *The Madness of King George* and *L.A.*

Gosford Park **puts the masters and servants of 1930s Britain under the microscope by recreating a weekend party at a country manor. Opposite: The supremely bored Lady Sylvia McCordle (Kristin Scott Thomas) engages houseguest Henry Denton (Ryan Phillippe) in a bit of boudoir intrigue. This page, top: Director Robert Altman discusses a scene with the "upstairs" cast. Left: Confined to the downstairs realm, the servants surreptitiously enjoy an impromptu piano performance by one of the guests.**

Photos courtesy of USA Films.

Upstairs, Downstairs

Top and middle: While visiting Gosford Park and attending the Countess of Trentham (Dame Maggie Smith), neophyte maid Mary (Kelly Macdonald) catches the eye of a fellow servant (Clive Owen). Bottom: Mrs. Croft (Eileen Atkins, left) comforts Mrs. Wilson (Helen Mirren) in the wake of a mysterious murder.

Story, says he was eager to work with "such a master storyteller." He adds, "I've been a lifelong fan of Robert Altman."

For visual inspiration, Dunn and Altman looked to one of the director's early projects, *The Long Goodbye* (see *AC* March '73). Shot by Vilmos Zsigmond, ASC, the controversial, offbeat updating of the Philip Marlowe milieu is regarded as one of Altman's finest efforts. "In *The Long Goodbye*, we used two cameras and zoom lenses," Altman says. "We would set up a scene and start the camera moving, and it was always in motion, even if ever so slightly. We did the same with *Gosford Park*, [using two cameras that] move arbitrarily, not necessarily with the action. I wanted the audience to be affected by this movement, to move their necks and heads, to physically exert themselves to follow the story." Altman says the point was "to avoid the visual formality of so many period pictures, [in which] the images often look like a series of stills, people talk more slowly, and it all becomes sort of precious. I wanted *Gosford Park* to have the sense of being more contemporary and appealing." Adds Dunn, "In theory, there were no static shots. In one or two scenes we were hard-pressed to find room to move the cameras; we literally had the camera sitting in the doorway [because of the close quarters]."

The show's A and B cameras were Panaflex Platinums fitted with various Primo zooms, mainly the 4:1 17.5-75mm T2.3. The camera movements were accomplished with dollies and occasionally a small crane. *Gosford Park* was shot in Super 35 at two mansions near London, which doubled for the titular estate, and at Shepperton Studios, where the extensive downstairs and attic servant areas were built.

Large ensemble scenes involving two roving cameras do not lend themselves easily to rich, dramatic lighting, and Dunn acknowledges that he "knew going in that the technical aspect of Altman's films has not always been as important as the storytelling and the characters." The director readily admits to the aesthetic limitations of his trademark, semi-documentary style. "No one on this film was ever lit for a close-up — we couldn't do it because of the moving cameras," Altman says. "There is no 'great' lighting in the

For your consideration

BEST CINEMATOGRAPHY

Andrew Dunn, B.S.C.

GOSFORD PARK

USA FILMS

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Upstairs, Downstairs

The weekend party attracts a flurry of visitors, not all of them welcome. Two mansions outside of London stood in for the Gosford Park estate.

picture. I didn't want that because it wasn't necessary. I was after a 'you are there' feeling."

From Dunn's point of view, the key to Altman's approach is "getting the casting right and allowing the actors the freedom to understand their characters and become those people. I was somewhat concerned that by take two, if Bob thought we'd got it we'd already be moving on to the next scene." That concern proved to be unfounded, however, and Dunn says Altman was "extremely considerate" of the camera team's needs. "After each take, he'd ask, 'Are you comfortable, everyone?' If even a prop guy wasn't happy, we'd go again."

The large ensemble scenes were not broken up for masters, two-shots and close-ups, but were instead staged in one take, with close-ups captured on the fly by isolating a particular actor with one of the zoom lenses. Dunn explains, "The beauty of using two cameras with zooms is that with such a large ensemble cast, we were allowed to delve deeply into the characters within a scene, and the actors wouldn't necessarily know when their close-ups were being shot. After two or three days, they realized they had to be 'on' all the time."

With two cameras shooting at virtually all times, the cinematographer was able to get behind the B unit and operate. (Peter Taylor was the A-camera operator.) "I love to operate," Dunn enthuses. "I've wanted to be a cameraman since I was 7 or 8 years old, and operating is an essential part of the cinematographic method of telling stories with a movie camera."

True to his reputation, Altman did not do much pre-planning of shots or lighting once the crew got up to speed. "Once we got a general idea of where we were going, we just attacked each scene in terms of the moment," he says. "Andrew and I really didn't have to say that much to each other. He knew better than I what needed to be done."

"During the first take, we didn't necessarily know who we would be on by take six," Dunn attests. "Bob might say, 'Let the B camera go for this, and we'll have A go around to shoot Michael Gambon with the dog.' We therefore had to create a lighting environment that was interesting and had some depth and texture, but that would also be easy and quick."

Dunn confirms Altman's assertion that no traditional close-up lighting work was done on the production. However, the cinematographer notes that he does believe in "making movie stars look like movie stars onscreen. That's one reason why people go to movies, and why cinematographers continue to be employed. But that's not where Bob comes from." So while filming the ensemble, Dunn and his crew used simple tricks to enhance the light for some of the film's stars. "We cut a hole in a Chinese lantern and covered the hole with some diffusion material, or simply used a bit of bounce board under the camera," he reveals. The crew made a concerted effort to take these steps without drawing attention to them so that the actors wouldn't know whose close-up was next.

Among the other lighting tools used to "pop out" actors from the large ensemble were Aurasoft units, which Dunn's gaffer, Pat Grosswendt, says are effective as "projected soft lights." Grosswendt,

"The art of cinematography is the art of lighting and making that light tell the story."
Stephen H Burum ASC
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Upstairs, Downstairs

Right: Altman and cinematographer Andrew Dunn, BSC plan out a sequence in the servants' realm, a set that was built on a soundstage at Shepperton Studios in England. Bottom: Altman gives the "downstairs" cast some last-minute pointers.

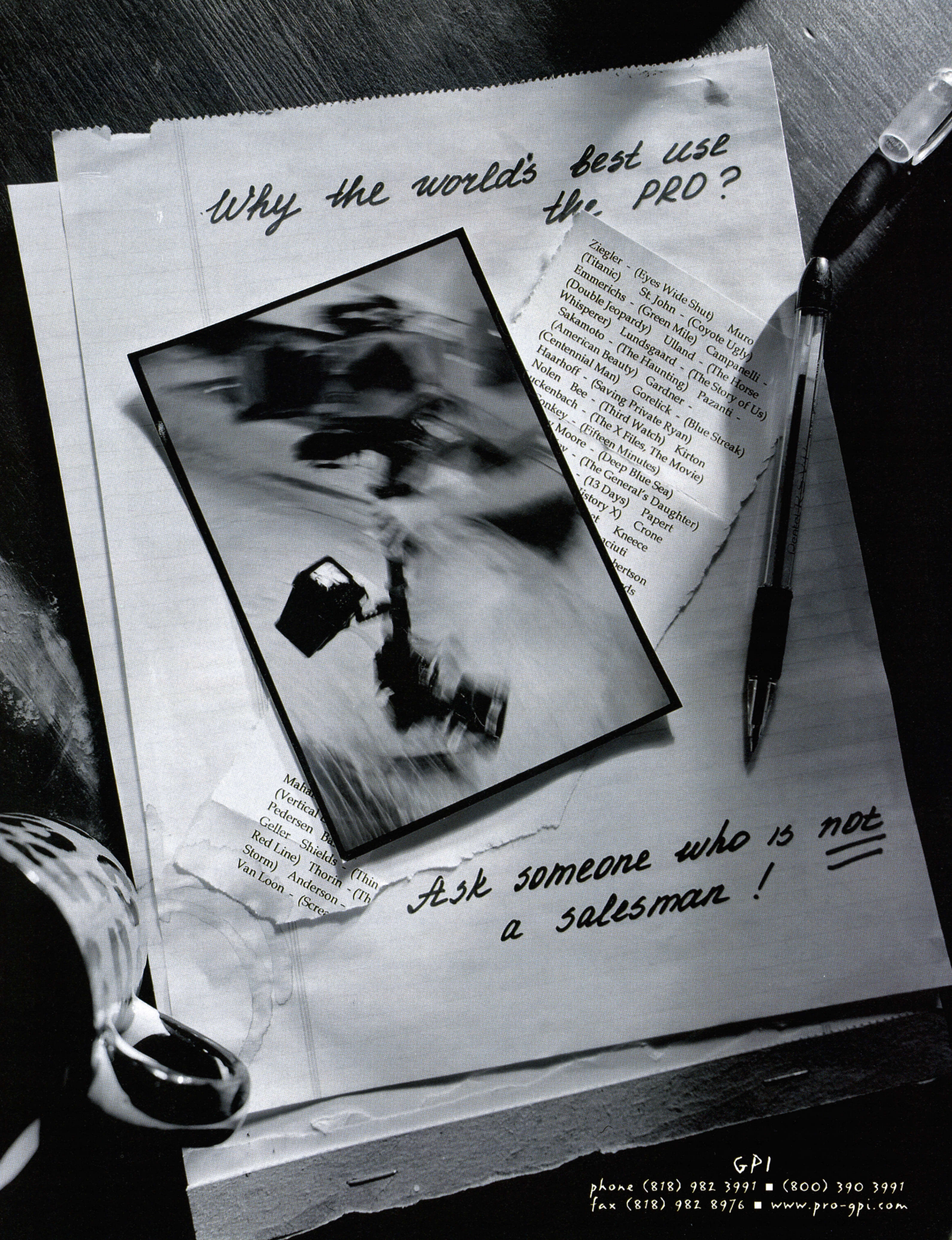
the only American on Dunn's team, says that the crew also employed tightly controlled soft boxes and a variety of small Fresnels, such as 5Ks, which were snooted and projected, and 2Ks, which were barn-doored and projected.

Dunn's overall lighting for the film's ensemble scenes employed a mixture of nearly every type of lighting gear except fluorescents, used in just about every way possible. Grosswendt says every large scene used a combination of instruments and approaches, including "open-eye hard light, soft fill off of walls and ceilings, projected soft light, low floor bounces, practicals and home-made units." Chinese lanterns were also employed extensively to create flattering soft light.

The Aurasofts were used to sculpt significant segments of the overall lighting plan in several of the larger rooms. Grosswendt details, "We'd use a few Aurasofts together as a projected key, as if the gloomy outside light was coming into the room, and then play a harder pool from an overhead fixture to duplicate a lamp on a table near a couch and make the room gloomier still."

Large softbox key lights were combined with much smaller units such as Dedos, which were positioned "high up to provide a back-cross against the big soft source," Grosswendt adds. This strategy was used for a long scene in which Ivor Novello (Jeremy Northam), a matinee idol, literally sings for his supper, tinkling away at the piano on a variety of popular tunes as intrigue swirls around him.

Lighting *Gosford Park* was a great challenge for another reason. Because its locations were historic houses, lights could not be rigged to walls and ceilings. Grosswendt and his riggers had to hide lighting wherever they could, which often meant that in 6 square feet of a corner of a room, there could be 27 C-stands, nine flags, two nets and six different lights projecting through different gels, flags, NDs and scrims. "Some of these shots cover 170 degrees, and in the corner there were the two cameras, a boom man and Bob [Altman], who wanted to be as close possible to the actors and cameras," Grosswendt adds. Next to the director were the cluster of lights and a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Upstairs, Downstairs

Altman runs through scenes with Maggie Smith (top) and Emily Watson (bottom). The filmmakers used two constantly moving cameras to capture interactions among the large ensemble cast. "No one in this film was ever lit for a close-up," says Altman. "We couldn't do it because of the moving cameras."

huge loom of cable snaking past the cameras. "There was a lot of kicking and moaning, because at times there was simply no room!"

Very little light was sent in through the windows, because much of the action was filmed in rooms that were several stories up. To create the look of window light, large lighting instruments were suspended on pipe rigging near the windows. In order to replicate the way daylight bounces around a room, Dunn's crew bounced the illumination off of bleached and unbleached muslin arranged against a wall before allowing the light to hit the actors.

Dunn notes that in extremely tight locations, such as a small servants' bedroom, one light was bounced into about 16 mirrors to duplicate the look of early morning window light. "I came up with that idea, and one of great things about working with Pat Grosswendt is that he runs with a notion like that and executes it brilliantly," Dunn notes. "It's really the best possible relationship I could have with a gaffer." Mirrors ranging from shaving-mirror size to 2 square feet were utilized to increase the distance that the light had to travel "so that the light beams would become more parallel," he explains. "That makes the light look more like it is coming from infinity, rather than from a light inside the room."

Other highly specialized lighting arrangements were also needed. For the large dinner scenes presided over by the lord and lady of the house, Sir William (Michael Gambon) and Lady Sylvia (Kristin Scott Thomas), the production had to commission a large custom unit from Lee Lighting. The room would be covered in 360 degrees, and the setting and resetting of lights and stands would have slowed the low-budget production down to an excessive degree.

Lee Lighting built a 17' rectan-

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Upstairs, Downstairs

After retiring to the drawing room following a lavish meal, the party guests are surprised by a bloodcurdling scream.

gular frame box to Grosswendt's specifications. Inside, square aluminum tubing held six 2' Chinese lanterns, each containing three Photoflood bulbs ranging from 75 watts to 250 watts, with separate circuits for each. To get the light level right for each scene, the bulbs could be used in any combination and dimmed individually. The lanterns were painted to resemble the effect of ⅛ CTO and a little bit of amber to suit the feel of the room, according to Grosswendt.

The unusual unit was suspended over the dining table via a complex mechanism that included hidden pipe rigging and wiring running up one wall to the spot in the ceiling where a chandelier had hung, which was the one place where a large bolt could be affixed. Hanging between the bolt and the lighting unit was an elaborate pulley system that was used to position the unit. The box was skirted with Duvetyn (or "bolton," as the material is called in Britain) to keep light off the walls, effectively adding to the ambience and contrast ratios. To change the illumination to a softer feel, the inside of the box was lined with white bed sheets; for a punchier, diffused key, the Duvetyn skirt was removed and the bed sheets were draped on the sides of the box.

The custom unit could be raised and lowered by the pulley system and moved five feet in any direction from the center of the room, Grosswendt explains. "We often brought it to very near candle height," he says. "The whole unit was flame-treated, but we occasionally had to cut the candle wicks to get the flames to stay low." For some scenes, one or two 5Ks and 10Ks gelled deep amber were set on stands and bounced onto the ceiling to "pull some color off the walls and create a strong but subdued tone," he adds.

During one dinner scene that takes place as the story is shifting to a more ominous tone, the room is lit in such a low-key manner that the many candles on the table read quite convincingly as key lights, while the room drops off to deep shadows. During the sequence, there is a heated exchange about Sir William's alleged lack of altruism during World War I. Reacting to the debate with a shocking breach of etiquette, head housemaid Elsie (Emily Watson) upbraids Lady Sylvia for criticizing her husband, thus revealing the bond the maid has with the master of the house.

As he had done for other scenes, Grosswendt modified a Chinese lantern to "pop out" Watson during this crucial exchange. "I cut a hole in the Chinese lantern that was at the end of the rig and covered the hole with clear tape, so that the ball would maintain its shape," he says. Removing the custom unit's Duvatyn skirt close to that modified lantern gave Watson a bare, soft-bulb illumination that brought her key up a bit in the surrounding shadows.

Beginning with the sequence in which a major character is found murdered in the mansion's small library, the film's lighting shifts to a harder look. According to Dunn, this tactic was a nod to the look of the era's Charlie Chan detective films, which he and Altman reviewed during prep. (In the film, Balaban portrays a fictional producer of the Charlie Chan films who has joined the hunting party to research British settings for future episodes.)

Two open-eye Fresnels, a 5K and a 10K, were employed for the harder lighting in the library scenes; they were placed diagonally across from each other in opposite corners up near the ceiling, says Grosswendt. "They were set very close to the ceiling on top of 250-year-old bookcases, on small pipe rigs. Off of that rigging was a lot of flagging, color and ND to shape those two lights. No matter where you went, one light was always over the actors' shoulders, so we could play that hard effect even in reverses."

A chandelier hanging over the desk where the corpse is found was removed and replaced by a special rig. Grosswendt explains, "We secured a very subtle top light and also added a few small instruments

to put little pools of light [around the desk where the body is found], and to highlight a few points around the room, such as the fireplace and the small bar."

Practicals, including the floor lamps and built-in wall fixtures found in the mansion locations, were used extensively in *Gosford Park*. "Two weeks before production, we hard-wired regular household dimmer switches into most of the switch panels in both houses," Grosswendt details. Using those practicals during both day and night scenes helped to add depth to the naturalistic lighting.

Practicals actually lit the actors in a few scenes. Echoing the long, elegant dining table upstairs, the servants have a long table of their own down in the basement. Hanging above it were two or three large, conical, fluted-glass practicals fitted with 250-watt frosted Photofloods "similar to our 213s," says the gaffer. "Those practicals actually lit the actors in wide shots, along with a few Tweenie and Baby crosslights that we hid." For close-ups, the bulbs in the conical practicals were switched to smaller units "because we were closer and didn't need as much toplight, and we could come in with a key, off-camera, to duplicate the look [of the practicals] without the toplight effect of washed-out eyes."

The entire film was shot on Kodak's Vision Expression 500T 5284 stock. "I tested the stock at Kodak in Paris and was thrilled with it," Dunn recalls. "I had been flirting with [using] Fuji, but Kodak won me back." He adds that he is especially happy with the 84's "wonderful, rich blacks."

The new emulsion enabled the production to employ practicals in more interesting ways, as in a scene during which Maggie Smith applies makeup in front of a mirror flanked by two practical lamps. "Those practicals created an effective highlight in her eyes," Dunn says, adding that two

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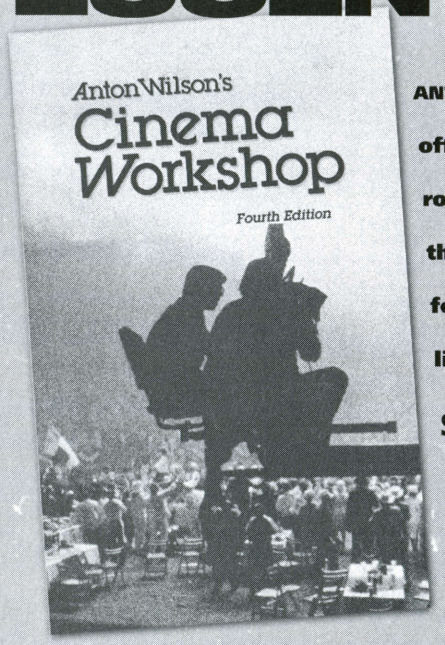

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Upstairs, Downstairs

The guests convince matinee idol Ivor Novello (Jeremy Northam) to tickle the ivories and sing some pop standards, but his tunes fail to distract them from the growing tension.

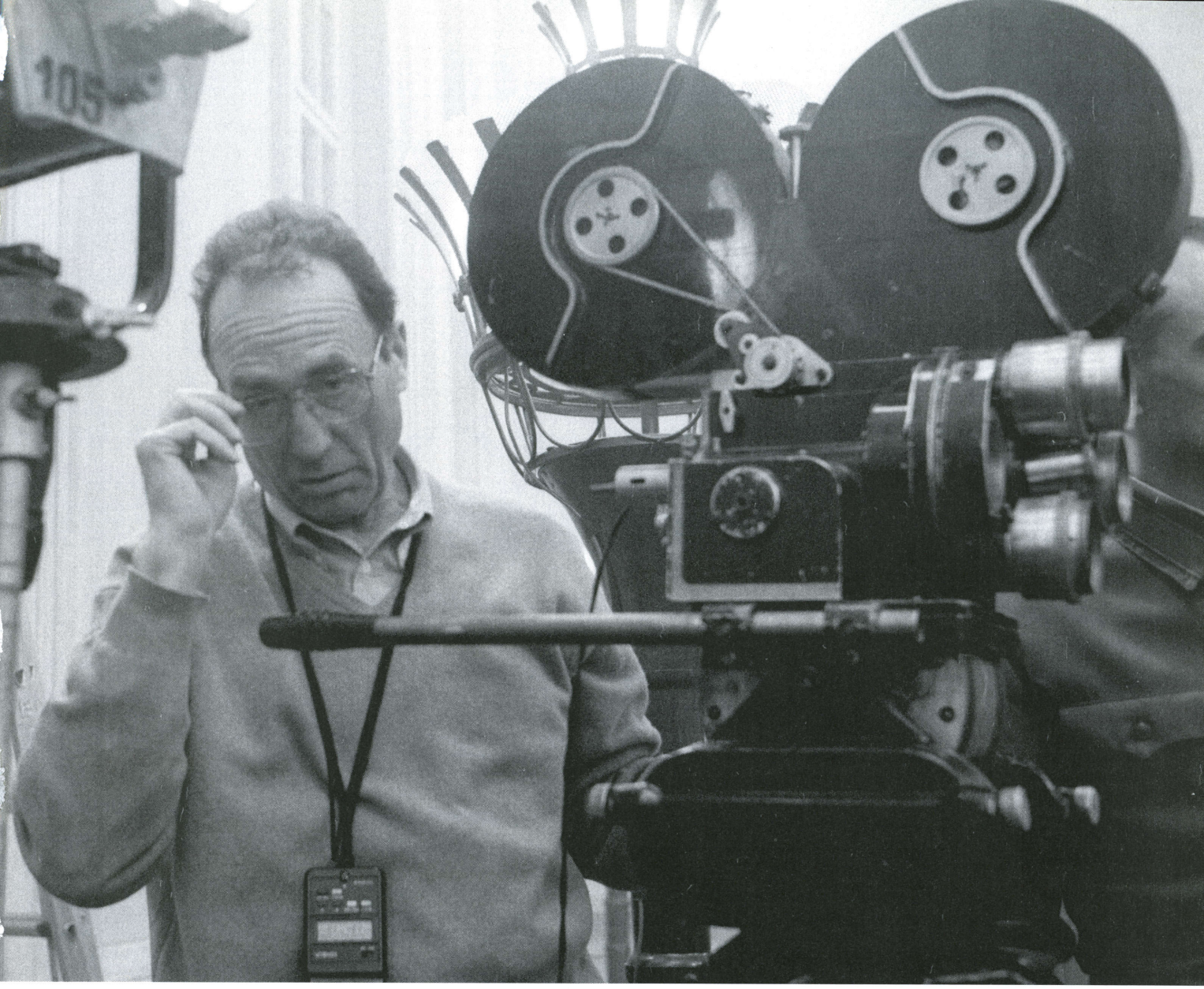
practicals located in the background added a bit of kick. He adds that if there is a "highlight off a shiny floor or a table, you can rely on it to read, rather than supplementing it in a forced way."

The cinematographer says he wanted to take a bit of the edge off the sharp look the Primo lenses produced. "Primos are wonderful, but they're made by technicians whose aim is to make them as technically perfect as they can. Our job, however, is to use them as if we're painters using the best brushes in the world. We cinematographers put our own stamp on things, and in my case, I wanted to give the Primos a more human way of looking at the world. Our eyes are lenses, and they flare; they're not perfect. For me, if [an image] is too sharp it doesn't feel right."

Dunn therefore shot almost all of *Gosford Park* with a section of a Swiss-made stocking behind the rear element of all the Primos. He also used Schneider Black Frost filters (ranging from ⅛ to 1) on the front of the lenses, mainly to reduce the sharpness but also to flare highlights, mute colors and tone down contrast slightly. By combining the fast film stock, the stocking and the diffusion filters, "we were able to create a rich, deep, textured look. The 5284 stock enhances that look, so the result is creamy, like it is with [Vision 320T] 5277, a stock I really loved. I feel 5284 is a faster version of 5277.

"Naturally, we had to dispense with the stocking in scenes involving candles because it created a star effect," he adds. "It looked like MTV or something!"

Despite its roster of world-class actors, *Gosford Park* was made for less than $14 million on an 11-week schedule, according to Altman. "We had no money, and no one thought it would work," he maintains. "All of the actors were there all the time. Alan Bates got dressed up four and a half days a week just to be part of the background action. I don't think he even had a line for the first six or seven weeks!" ■



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A Labor of LOVE (Sans Hate)

The UCLA Film and Television Archive, led by preservation officer Bob Gitt, restores the images and sounds of MGM's *The Night of the Hunter* to their full cinematic glory.

by Jeffrey Couchman

By now he is a cultural icon: the sinister preacher with "LOVE" tattooed on the fingers of his right hand, and "HATE" on the fingers of his left. You find allusions to him in Spike Lee's *Do the Right Thing*, in the lyrics of Bruce Springsteen's "Cautious Man," and in an episode of *The Simpsons*, where Sideshow Bob, because he has only three fingers, makes do with "LUV" and "HAT." These and other references derive from *The Night of the Hunter*, the 1955 film directed by Charles Laughton, which was adapted from the best-selling 1953 novel by Davis Grubb.

The book was recently reprinted in Prion's Film Ink Series; the preacher appears on the cover in the form of a scowling Robert Mitchum. The film, too, has been given new life, thanks to MGM and the UCLA Film and Television Archive, who have restored the sound and image so that they equal, and in some ways surpass, the quality of the original release.

"Copies had been made in the past, but those were mostly from dupes that were a couple of generations down the line," explains Bob Gitt, preservation officer at the UCLA Archive, who supervised the work on the film. "We wanted to go back to the original camera negative and get the best possible new prints and new preservation materials. And that's what we did."

With the utmost clarity, the new print displays the extraordinary cinematography of the late Stanley Cortez, ASC. The restoration was given its first public screening in October at the New York Film Festival. A subsequent run at Film Forum in New York kicked off ongoing presentations at repertory cinemas around the country. The stunning new fine-grain will be the basis for any future video or DVD

transfers of the film. Thus, we can be sure that the wicked preacher will continue to haunt us for many seasons to come.

The name of the preacher is Harry Powell, and he is played by Mitchum in a mesmerizing performance that's both frightening and darkly comic. He murders Willa Harper (Shelley Winters), one of many lonely widows he has killed for their meager savings. Her son John (Billy Chapin) and daughter Pearl (Sally Jane Bruce) flee with $10,000 that was stolen by their father (Peter Graves), who was executed for killing two bank employees. The preacher relentlessly pursues the children down the Ohio River.

Partly because the story is set during the Depression, Laughton and his producer, Paul Gregory, entrusted the film adaptation to James Agee. He had written *Let Us Now Praise Famous Men*, a Depression-era study of tenant farmers in Alabama; the book included photographs by Walker Evans, whose beautifully composed studies of rural life are echoed in *The Night of the Hunter* — in footage shot by Cortez at the Rowland V. Lee Ranch in the San Fernando Valley and in scenes directed by Terry Sanders on location in West Virginia. Agee had also written four screenplays, including the script for John Huston's *The African Queen* (1951). Unfortunately, according to various sources (Gregory, Sanders and Mitchum, for instance), the long, digressive script that Agee delivered was unusable. Although Agee received screen credit, it was Laughton who went back to the novel and drew out of it a screenplay that is remarkably faithful to Grubb's story and dialogue.

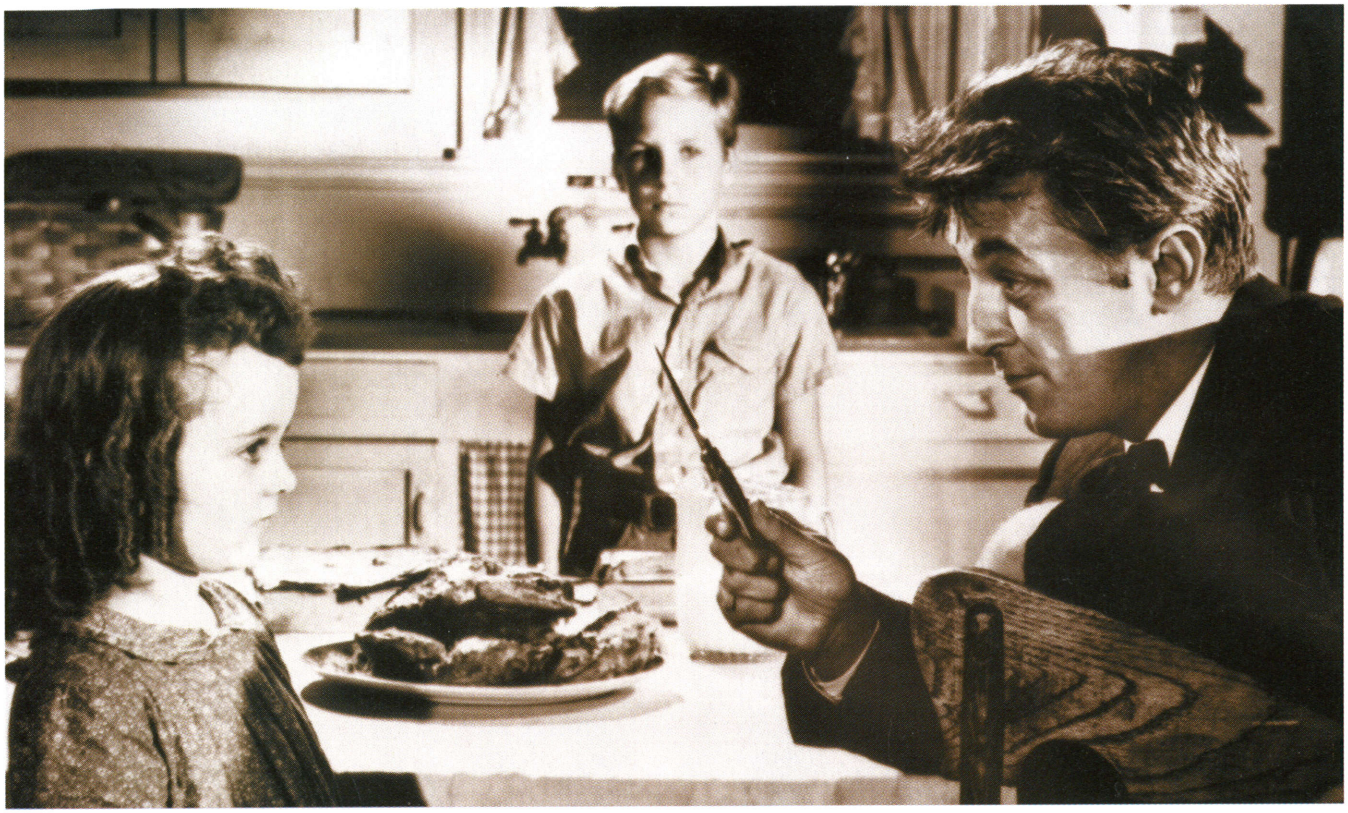
Laughton, then, was among the few in 1950s Hollywood who both wrote and directed his work. For that reason alone, *The Night of the Hunter* would be significant. It is all the more significant because it is the *only* work Laughton ever wrote and directed — and because his single venture is unlike anything else in American cinema.

A horror movie, a psychological thriller, a modern fairy tale — call it what you will, *The Night of the Hunter* eludes easy definitions. Whereas Grubb's novel, even through scenes of murder and suspense, maintains a consistent, lyrical tone, Laughton's adaptation is a surprising mixture of realism and stylization. It is as though Laughton, after years of acting in nearly every genre of film, felt unleashed to experiment as a director. We see the exuberance of a man playing with the possibilities of the medium.

Psychotic preacher Harry Powell (Robert Mitchum) torments a small-town family in *The Night of the Hunter*. Mitchum's brilliant and influential performance has been endlessly praised, parsed and parodied over the years.

Photos courtesy of MGM and the UCLA Film and Television Archive.

A Labor of Love (Sans Hate)



Above: The preacher makes a sharp impression upon John (Billy Chapin) and Pearl (Sally Jane Bruce), the children of a widow whose life is in grave danger. Right: Strong-willed matron Rachel Cooper (Lillian Gish) serves as the children's guardian angel.

Some scenes have a pastoral feel reminiscent of American films from the silent era, such as Henry King's *Tol'able David* (1921) or, especially, works by D.W. Griffith. The latter influence is no accident: Laughton prepared for his directorial debut by screening Griffith's films. The link with that controversial master is strengthened by the casting of Lillian Gish, Griffith's premier actress, in the role of Rachel Cooper, a tough but loving guardian to orphaned children.

Other scenes contain deep shadows and claustrophobic settings that suggest a kind of rural film noir. Still others evoke German Expressionism, such as a stripper photographed through a keyhole matte, and a starry backdrop as artificial as anything in *The Cabinet of Dr. Caligari*.

For a director intent on creating something out of the ordinary, Cortez was an ideal choice as cinematographer. In Charles Higham's book *Hollywood Cameramen*, Cortez noted that when he worked at Universal in the 1930s, "they let me handle all the offbeat subjects." His expressionistic tendencies are well displayed in *The Forgotten Woman* (1939) when he moves in for an extreme close-up of the main character's eye and superimposes images that reflect her teeming thoughts. More naturalistic cinematography is on view in Orson Welles' *The Magnificent Ambersons* (1942). Visual elements from that film — the play of light and shadow indoors, a wide range of grays in the countryside — find their way into *The Night of the Hunter*. It is striking that an iris — not a common device in the '40s and '50s — turns up in both *Ambersons* and *Hunter*.

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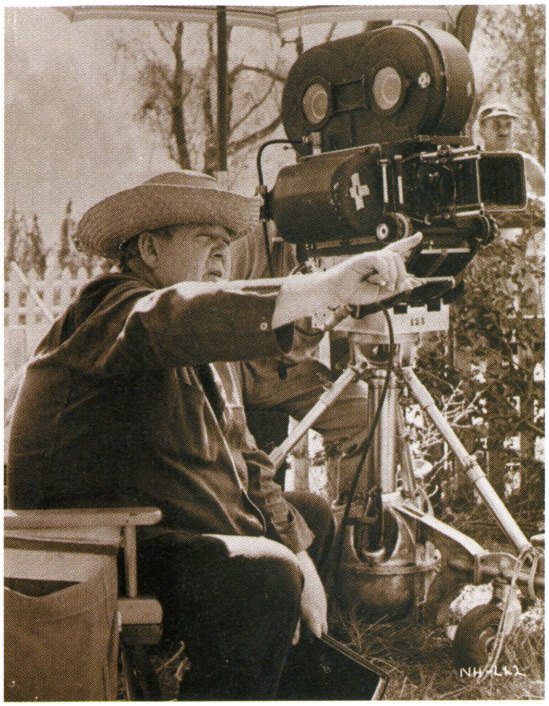
A Labor of Love (Sans Hate)



Above: Charles Laughton, in his one and only turn as a director, orchestrates the action. Right: Ms. Cooper lines up Powell in her sights.

This is not to deny the importance of Laughton's own visual sense. He was a knowledgeable collector of fine art, and his eye informs the picture. A picnic scene, for example, is modeled on Georges Seurat's painting *Sunday Afternoon on the Island of La Grande Jatte;* a repeated image of figures under a parasol on a riverbank evokes Seurat's study in light and composition. It is no wonder that Cortez told Higham, "Of the directors I've worked with, only two have understood [light]: Orson Welles and Charles Laughton." During preproduction sessions with Terry Sanders, Laughton made rough line drawings of specific shots, such as rabbits along the river or the preacher as seen from a hayloft.

However clear Laughton's visual conceptions were, it was Cortez who created the striking studies of shadow and light that give *The Night of the Hunter* its atmospheric power. The film is, in one sense, about the beauty and the drama of light. Along with its distinctive visual style, the film boasts an exquisite score by Walter Schumann and superb performances by Mitchum and Gish. In short, *The Night of the Hunter* is an essential part of our film heritage.

Yet we might have lost the chance to see the film in its full glory if UCLA had not stepped in to preserve and restore it. (In the lexicon of the film archivist, "preservation" refers to safeguarding films for the future — for instance, transferring works that are decaying or fading to more permanent film stock. "Restoration" has to do with recovering a filmmaker's original conception.)

Gitt says his work on *The Night of the Hunter* falls somewhere between preservation and restoration. "In the past, I've worked on some actual restoration projects, like Frank Capra's *Lost Horizon* and [Rouben Mamoulian's] *Becky Sharp*, where scenes were cut or lost or censored and we put them back into the films. *The Night of the Hunter* is the same as it's always been. We didn't find any lost scenes, but we tried to bring back the quality of the original, so in that sense it's a restoration."

Gitt's work on *The Night of the Hunter* actually goes back almost 30 years. In the early 1970s, when he was working at the American Film Institute in Washington, Elsa Lanchester (the widow of Charles Laughton) was prompted by her friend Weimer Gard to donate a treasure trove of documents and photographs on the making of the movie. Along with the printed matter, which eventually went to the Library of Congress, Lanchester turned over reels of outtakes from *The Night of the Hunter*.

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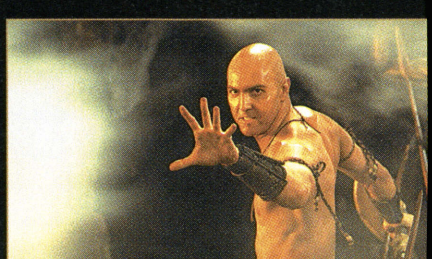

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THE MUMMY RETURNS

A Labor of Love (Sans Hate)

Right: In one of the film's most chilling sequences, Powell moves in for the kill as Willa (Shelley Winters) helplessly awaits her fate. Below: Tending to Winters before a take are (from left to right) gaffer James Potebin, Laughton, cinematographer Stanley Cortez, ASC, camera operator Bud Mautino and assistant cameraman Sy Hoffberg.

Soon after Lanchester's bequest, Gitt moved to California and landed a job at the UCLA Archive. In a notable example of professional cooperation, Lawrence F. Karr, the AFI archivist at the time, called Gitt to say, "I don't believe we're going to get around to doing anything with these [outtakes]. Would you like to have them at UCLA?" He didn't have to ask twice. "He very kindly shipped them all out to us," says Gitt.

As time permitted, work-study students and others organized the material — no easy task, given its disarray. "The trims and outtakes were stored with multiple pieces of film wrapped in rolls together," Gitt explains. "You'd unwind a roll of sound and a roll of picture, and 18 different pieces of different lengths would start coming off. We had to match up the footage numbers with the picture and the sound and get [the film] spliced and synced. It was done as a labor of love off and on over a period of years. And finally, we got it all together. We have eight hours [of outtakes] — six and a half with sound, and an hour and a half of

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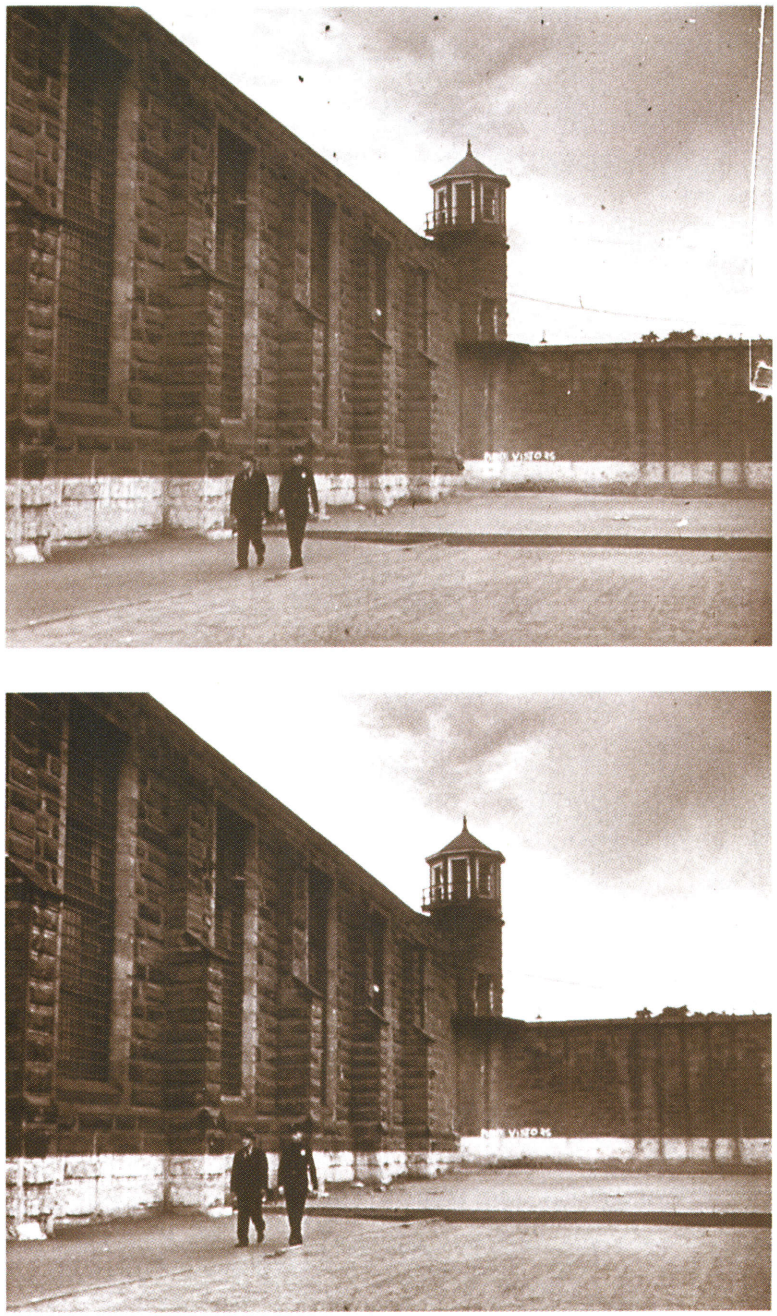


Before-and-after shots show some of the restoration work performed at the UCLA Film and Television Archive. The top photo shows a bad replacement section that had been cut into the original camera negative; note the printed white and black dirt particles and visible edge repair. The bottom photo shows the effect of the restoration, which was accomplished with a deteriorating fine-grain master positive from 1955. Despite the onset of vinegar syndrome, a new dupe negative was struck.

camera setups and optical effects."

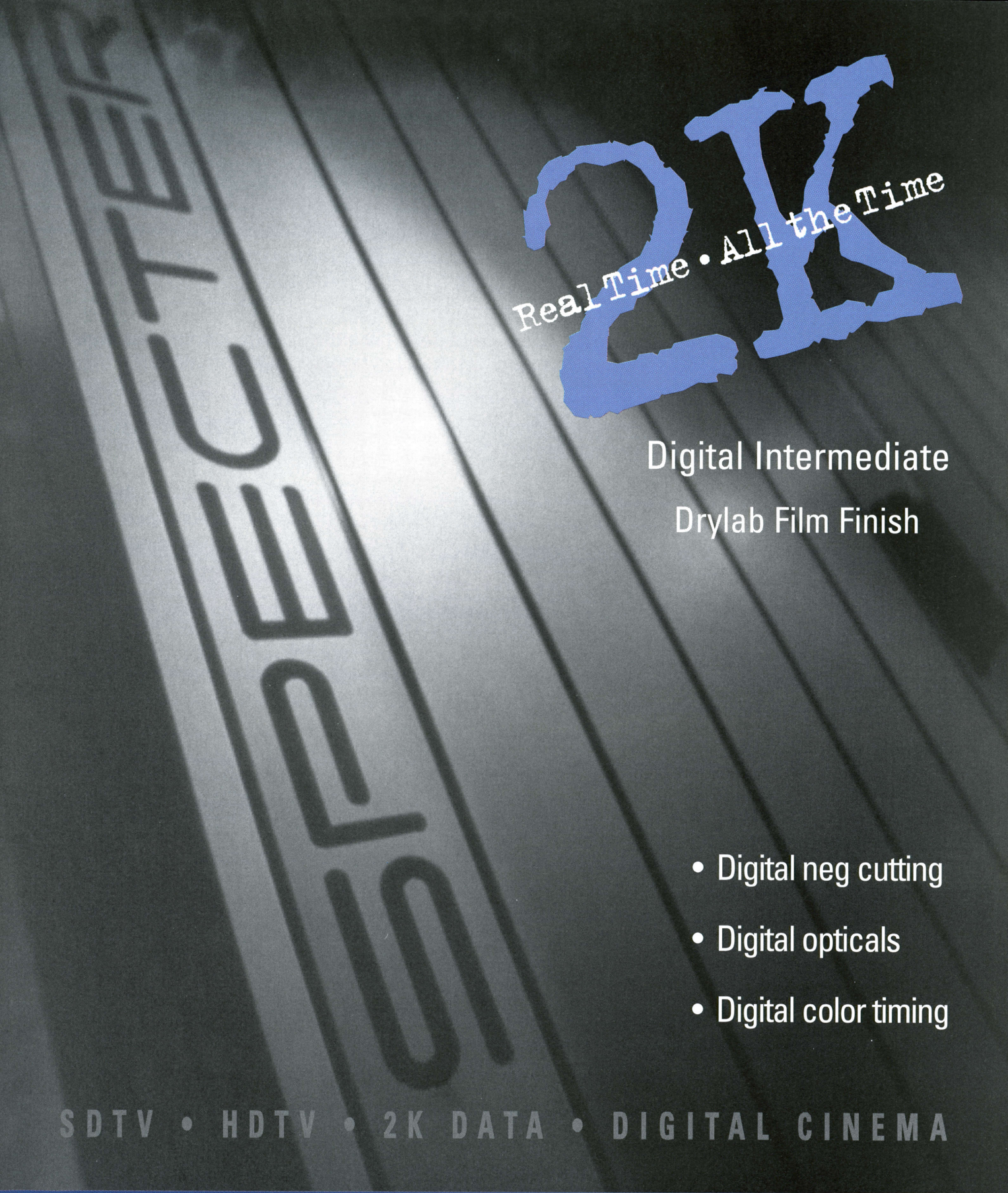
A few of the outtakes were shown at the New York Film Festival to an enthusiastic audience (which applauded Laughton when he bobbed into camera range). By this summer, Gitt and assistant film preservationist Nancy Mysel hope to compile 90 minutes or so of outtakes for a presentation on the making of *The Night of the Hunter*. All eight hours will eventually be transferred to videotape and made available for viewing at UCLA.

The painstaking work on the outtakes led inevitably to the feature. "We decided to preserve the outtakes we had," says Gitt, "and we thought, 'Wouldn't it be nice to do the film itself, and to have it in a public archive?'"

In search of funds for the project, UCLA turned to Margaret Bodde, director of The Film Foundation, which has facilitated the preservation of hundreds of films since Martin Scorsese and seven other filmmakers launched the organization in 1990. (*The Night of the Hunter* happens to be one of Scorsese's favorite films. At the New York Film Festival screening, where he was presented with an award for preservation by the International Federation of Film Archives, Scorsese said, "I saw it at the age of 12. It's never left my consciousness.") The foundation in turn showed a list of preservation projects to Robert B. Sturm, founder and chair of Catch 23 Entertainment. A devotee of films who puts his money where his heart is, Sturm had sought out The Film Foundation and asked, "How can I help?" On the list with which they responded were *The Big Sky* (1952), *Fair Wind to Java* (1953), *The Barefoot Contessa* (1954) and *The Night of the Hunter*. Sturm handed over a check to cover the preservation of all four movies.

In October 2000, John Kirk of MGM's Technical Services pulled together the original elements for *The Night of the Hunter* and sent them to Cinetech, the lab UCLA had chosen. Except for bad splices and some other mechanical damage, the picture negative was in good condition. Ironically, a fine-grain protection master made in 1955 was beginning to decay. It displayed the initial stages of "vinegar syndrome," the breakdown of acetate film into acetic acid. As it deteriorates, Gitt explains, "the film becomes moist and limp and warped, and finally you open the can and there are chalk and crystals all over the film." (See "Attack of the Vinegar Syndrome," *AC* June '96.)

The fine-grain master was just beginning to warp. But Gitt, working with Cinetech's Joseph Olivier and David Cetra, was able to make use of it. The original negative had evidently been damaged in three places (a scene of the preacher pray-



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A Labor of Love (Sans Hate)

Nancy Mysel, assistant film preservationist at the UCLA Film and Television Archive, inspects a reel.

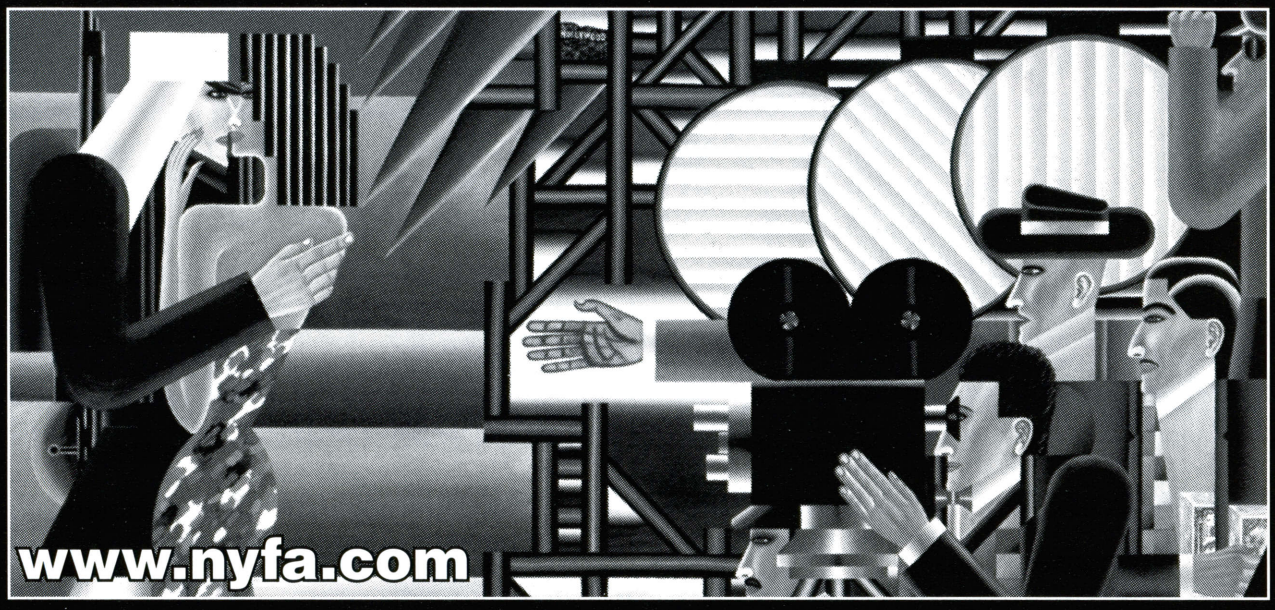
ing in a prison cell, a scene of John throwing a hairbrush at Powell, and a scene with the preacher and children about to descend basement stairs). "Years ago, replacement dupes had been put in, but they had ugly scratches, they were the wrong contrast, and they basically looked awful," Gitt says. The fine-grain provided images for the damaged sections. "We were able to put in much-improved dupes that bring the quality up close to the original. Within a year [the fine-grain] will have to be thrown away, so at least we got something useful off of it."

Indeed, that same protection master also yielded good sound. The original soundtrack negative has vanished; a likely possibility is that the track succumbed to vinegar syndrome and was discarded. Nevertheless, UCLA, using the latest digital technology, was able to produce a new, "somewhat improved" (in Gitt's words) soundtrack. Simon Daniel and Peter Oreckinto at DJ Audio did the track transfers from analog to digital cassette and back to analog. John Polito at DJ Audio worked on the digital cleanup of the soundtrack. He and Gitt utilized several different elements: the fine-grain with vinegar syndrome, a 1955 projection print (also with vinegar syndrome), an incomplete track print of music and effects and, best of all, original magnetic recordings. The mags had been in the possession of Weimer Gard, who donated them to UCLA when he learned about the restoration project. The clean, clear sound of the mag recordings was used for roughly 60 percent of the new track.

Polito and Gitt digitally switched back and forth between the elements to build a complete soundtrack from whatever pieces had the best quality. For example, at some point in the past the fine-grain had lost footage at the heads of some reels. "We were able to use the projection print to add those few seconds here and there," says Gitt. Also, the voices of children singing over the opening credits were distorted in the original recording. By using a word here and a syllable there, Polito and Gitt were able to produce a clearer song. "It still isn't perfect," says Gitt. "But it's better than it was."

The transfers and track cleanup were all performed "at the highest possible standards. We used a sampling rate of 96K instead of 48K, and we had a resolution of 24 bits, whereas 16 is more normal on

DIRECTING FOR FILM



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A Labor of Love (Sans Hate)

Preservation officer Bob Gitt examines some footage. Gitt and his team plan to compile some 90 minutes of *Hunter* outtakes into a presentation on the making of the film. All of the existing outtakes — roughly eight hours of material — will eventually be transferred to videotape and made available for viewing at UCLA.

this kind of work. That gives you better reproduction of the more subtle sounds, such as room echoes."

A wide-range track is especially important for *The Night of the Hunter* because the film uses music and sound in unusually expressive ways. When Cortez, while planning the murder sequence, told Laughton that he was hearing Sibelius' *Valse Triste* in his mind, Laughton brought Schumann to the set so that the composer and the cinematographer could coordinate their musical and visual interpretations. The resulting waltz dances through the film in variations that are by turns romantic, threatening and tragic. In the film's most horrifying scene — Willa's corpse bound in a Model T at the bottom of the river, her hair streaming amid flowing weeds — the ethereal, unsettling waltz music perfectly matches the dreamlike imagery.

The hymn "Leaning on the Everlasting Arms" is also used evocatively. Several times the preacher sings it offscreen, and his disembodied voice gives him an almost supernatural presence. Over an image of the threatened children asleep in bed or a shot of Willa's body underwater, the hymn of solace is transformed into a song of terror. When Powell and Rachel Cooper sing a bizarre duet — he in the dark outside her house, she on the porch with a shotgun across her lap — the Christian lyrics become a quiet contest of wills.

Laughton achieves other dramatic effects through heightened, unrealistic sounds. In the scene where Powell is trapped behind a basement door, the script says, "He snarls like the Big Bad Wolf." On film, we hear a distinctly animalistic growl coming out of the preacher. When Powell breaks the door down — over a shot of the children running outside the house — Laughton uses not a distant, offscreen sound, but an explosive crash that conveys how the children hear the noise. As John and Pearl escape on the river, the preacher's unearthly moan dissolves into an orchestral, almost electronic, screech.

Of the preacher's dramatic sermon on "the little story of Right-Hand-Left-Hand, the story of Good and Evil," Icey Spoon (Evelyn Varden) exclaims, "I never heard it better told." Of that same sermon — and of the entire UCLA soundtrack — we can say it has never been better heard. Yet in preparing the sound, Gitt says, "We did our best to make sure that the digital technology didn't in any way interfere with or hurt the old analog sound."

Similar care was taken with the picture. Timer David Cetra was careful to match what Gitt refers to as "the very beautiful nuances" of the original cinematography. Cortez once told historian and former *AC* editor George Turner (see *AC* Dec. '82) that he occasionally used Tri-X during production, not for its speed but for its "dramatic value." He explained, "By that I mean the blacks. They had the luminous, phosphorescent light I wanted in certain sequences." (Examples of this can be seen when the preacher rides a horse across the horizon at dawn, and when he prepares to murder Willa in a bedroom designed and lit to resemble an ironic cathedral.)

Aware of the cinematographer's intentions, Gitt says, "We did try to get the blacks good and black. I think some of the prints that have been around in recent years didn't do that, and we've tried to go back to the way they did it originally."

But there has been a change — for the better. "Printing technology has improved so much in the last 50 years that the new prints are actually slightly better than the 1955 prints made off the same negative," Gitt notes. "The [original prints] are beautiful, but there's a little bit of image flaring, which causes a faint gray smear around objects. We're not getting that today, so [the new print] looks a bit sharper and has more depth than the original.

"Of course, you have to give the credit where it belongs," he adds. "[The film] looks the way it does because of Stanley Cortez."

And it was Laughton who inspired the cinematographer. *The Night of the Hunter*, Cortez told Turner, was "a field day for me in terms of extreme creativity that Charles appreciated." Others on the production — camera assistant Sy

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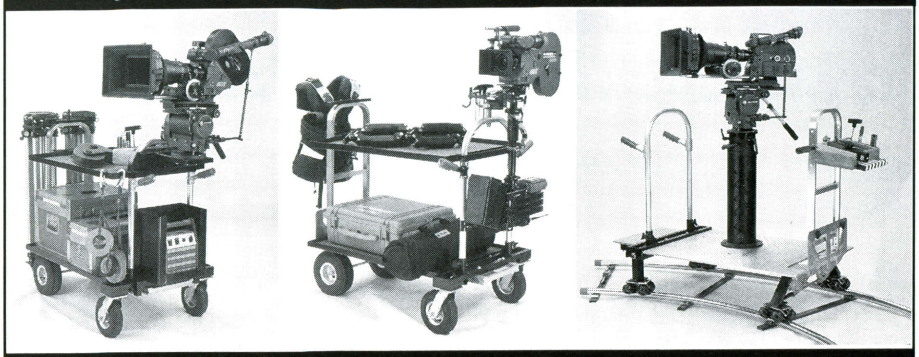

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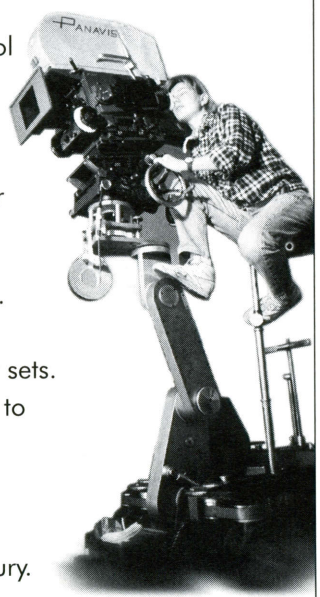

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Hoffberg, ASC; art director Hilyard Brown; editor Robert Golden, and Mitchum, for example — have recalled the pleasure and camaraderie of the film's shoot. According to Golden, "*The Night of the Hunter* was the most exhilarating experience of my career."

The UCLA outtakes from the film help explain why cast and crew express such admiration for Laughton. We are witness to his quiet, encouraging style, and we also see that he lets the camera roll through multiple, unslated takes to let the actors try different effects without breaking the mood.

Mingled with the pleasure of the UCLA restoration, then, is a certain melancholy at the thought that Laughton never directed another film. When *The Night of the Hunter* was released in 1955, it failed at the box office. According to Paul Gregory, who had bought Grubb's novel specifically to initiate Laughton's Hollywood directing career, the commercial failure "devastated Charlie." Even so, Laughton and Gregory began preparations for a second film, an adaptation of Norman Mailer's *The Naked and the Dead.* But Laughton's enthusiasm waned over time, and he returned to his career as an actor and stage director. (Raoul Walsh eventually helmed *The Naked and the Dead.*)

At least we can comfort ourselves with the knowledge that Laughton's singular film is safe for future generations to discover. "Everything we've done is on the new polyester film stock, which we are told will last for hundreds of years," says Gitt. On a cautionary note, he adds, "We used to be told the same thing about acetate, so we'll keep our fingers crossed." ■

Short Takes

An Homage to Chaplin and an Uplifting Afterlife

To light *War Story*, a short film that emulates the style of early silent comedies, cinematographer Keith Solomon aimed an array of small lights directly down into the set in an effort to achieve the look of early film lighting, which took advantage of natural light by rotating a stage to accommodate the arc of the sun's path.

Photos courtesy of John Baumgartner.

Emulating the Silent Era

by Stephanie Argy

The short film *War Story*, directed by John Baumgartner and shot by Keith Solomon, is a modern film that emulates the classic silent comedies of the 1910s. Shot with a vintage camera and filled with the slapstick antics of that era, the film is nevertheless a poignant love story, influenced by the funny yet touching style of Charlie Chaplin. "I think it was the first 20 minutes of *The Kid* that convinced me to do this," says Baumgartner. "It was that feeling of laughing with tears on your face."

Stars of early film comedies, such as Chaplin, Buster Keaton and Harold Lloyd, played variations on one character in all of their films. Baumgartner, who also plays the lead in *War Story*, followed suit — but in a very modern way. He plays a character called Metly Moorville. According to "legend," Moorville was a vaudeville performer-turned-silent-film-star whose movies have all disappeared because they were made using an unstable process. Through a fluke, however, *War Story*, Moorville's greatest film, has survived.

The film is a simple story: Moorville falls in love, he and his paramour are separated, and then they reunite at the end of the picture. However, the object of Moorville's affection — and the reason his career ended after *War Story* — is another man, a soldier bound for World War I.

The soldier has an identical twin who is not only straight, but also quite foul-tempered, so the situation offers numerous opportunities for comedy based on mistaken identity. "That was a level of comedy of errors that hadn't been done before," says Baumgartner. Meanwhile, the movie also has the archetypal bully (named Eric, after Chaplin's frequent heavy, Eric Campbell). This Eric is a gay-basher, and to avoid his ire, Moorville has to pretend to like a girl — which leads to more complications when it turns out that Eric has designs on her.

Baumgartner sought a cinematographer for the movie by placing an ad in a Los Angeles trade publication. One of those who answered was Solomon, who had done some faux archival footage that appeared in the background in the feature film *The Fantasticks*. "I had done hand-

Solomon used a hand-cranked Mitchell Standard 35mm camera and uncoated Baltar lenses to shoot the project, which was closely modeled on the style of Charlie Chaplin's short films for Mutual Company.

cranked black-and-white footage before, but not on this scale," says Solomon. Baumgartner asked Solomon to become involved in *War Story* a year before the shoot, which gave the two of them time to thoroughly plan out the look of the movie.

Baumgartner and Solomon decided to base the design of the film on the shorts Chaplin made for the Mutual Company in 1916 and 1917. Solomon read books about how movies were shot in the days when stages could be rotated to take advantage of the sun's light, and he was able to get additional insights into the shooting style by talking with the grandson of Chaplin's cinematographer, Roland Totheroh.

Based on his research, Solomon's first thought was to recreate the lighting of the old movies by stretching muslin across the top of the sets and shining lights down through it. But when he saw the soundstage the production was going to use, he had to rethink his plan, because it turned out that there was only about 2' of clearance above the sets — not enough to set lights above muslin without possibly igniting it. "There went that idea," he says.

Instead, he decided to shine an evenly spaced array of many small lights directly down into the set. He used 1,000-watt silver-tipped tungsten bulbs in China hats, which he says aren't used that much anymore. "Now they mainly use them for chicken coops," he says. He also used a little opal diffusion to soften the lights.

Fortunately, Solomon and production designer Melissa Schrock worked very well together. The cameraman told her he didn't want bright walls, so they did some film tests with different wall colors. "It was really great to see a low-budget short do as much testing as we did," he remarks. In the end, to help with the look of the lighting, the tops of the walls were painted a bit darker than the bottoms.

The crew spent four days shooting interiors on a stage in Hollywood, and then three days shooting exteriors on location at Veluzat Ranch, a movie ranch north of Los Angeles. Baumgartner found the experience of shooting a bit terrifying. "You feel like you're in a tornado all day. If you didn't do it in preproduction, it's not going to happen. Thankfully, the prep work we did was so thorough that it became a tremendous safety net."

The director's biggest fear was that the footage wouldn't cut together into a cohesive story. "Watching Chaplin taught me that establishing beats is so important. If you don't clearly establish your circumstances, a gag's not going to work. That applies to story as well. I was convinced I had missed just enough beats that it wouldn't cut together."

But Solomon says Baumgartner very well-prepared and organized. "He's like a one-man factory," says Solomon. After thoroughly storyboarding the film, Baumgartner mounted the boards so the cast and crew could refer to them during the shoot. He also kept Chaplin films playing on a nearby video monitor so that those who weren't working could watch and get a sense of the filmmaking and acting styles.

Especially challenging for the actors were the film's complicated physical gags, which required everyone to be in exactly the right place at the right time. To manage the more complex sequences, which were hashed out in workshops over many months, Baumgartner drew up spreadsheets, broken up like music into beats, that noted where each person had to be and what he or she should be doing at a given moment. In auditions, Baumgartner made potential cast members go through some of the sample choreography to make sure they had the discipline to pull it off. Many, he found, did not.

Eventually, though, he formed a group of players who could handle not only the choreography, but also the slightly stagy style of acting from the early 20th century. Actress Amber Phillips, for example, laced her performance with gestures reminiscent of Chaplin's frequent collaborator Edna Purviance. Two days before the start of shooting, Baumgartner succeeded in his six-month quest to cast Abraham Benrubi, an *ER* alumnus, as Eric, the heavy.

To make the footage feel authentic, Solomon shot with a hand-cranked Mitchell Standard 35mm camera and used uncoated Baltar lenses. "They were a bit softer, with lower contrast," says Solomon. Chaplin's shorts also provided guidance about which lenses to use, because they were shot mostly wide. To emulate that style, the filmmakers shot *War Story* almost exclusively with a 25mm lens. Also in keeping with the style of the Mutual shorts, they kept their compositions very centered.

Because the old films didn't have a lot of camera movement, neither does *War Story*. In all, the film has just two panning shots and two dolly shots. Solomon says that this was partly because of the difficulty of doing camera movement with a hand-cranked camera: "You're hand-cranking with one hand and you're stabilizing with the other, so

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what hand are you going to pan with?"

Hand-cranking the camera made the cinematographer appreciate the way early camera operators kept a consistent rate. "I heard they sang or hummed different songs, like 'Mary Had a Little Lamb,'" he says. Most of the film was shot at 18 frames per second, but sequences that were more comedic were shot at 16 fps.

Solomon shot with two black-and-white stocks, Eastman 5222 Double-X for interiors and Eastman 5231 Plus-X for exteriors. Because the two stocks had different grain structures, he treated them differently to get a more consistent look; he underexposed exteriors one-third of a stop and overexposed interiors to the same degree.

The negative was processed at Cheshire Systems in Burbank, and prints were done at Fotokem, where color timer Chuck Winston helped degrade the look and enhance scratches by printing the film with a dry gate. While doing their telecine work, Baumgartner and Solomon transferred from an answer print rather than a negative. They felt that this method would make the film more closely resemble most Chaplin videos; because the original negatives for many of those films are long gone, the video versions have typically been transferred from a print. Although the filmmakers didn't have much time or money to play with the print, when transferring to video they tried to subtly build in inconsistencies between shots by intentionally making mismatches.

Solomon says that *War Story* made him work in a style very different from what he's accustomed to, and he says that people who discount the worthiness of older techniques and equipment should reconsider their opinions. "There's a lot that can be done with this camera. It can go just as fast as an Arri III but has more flexibility."

Equally important, though, was the fact that imitating early film craft gave the cameraman new insights into his own work. "I really had to force myself to play more with soft, flat lighting. It was like living in Italy and learning to appreciate a whole new lifestyle."

***To Ease the Loss*, a short film set in the 1960s, chronicles a couple's efforts to come to terms with their young son's death by seeking solace in 16mm home movies. To create the image pictured, cinematographer Ted Rae used DigiBeta under the control of a General Lift motion-control rig to capture a clean plate, making the ghosting effect of the boy's deceased grandfather possible. In post, the footage was defocused, and halation, scratches and grain were added.**

Photos courtesy of Ted Rae.

A Marriage of Minds

by Stephanie Argy

Despite the conventional wisdom about how hard it can be for husbands and wives to work together, director Haley McLane and cinematographer Ted Rae did exactly that on the short film *To Ease the Loss*. They also ignored other bits of conventional wisdom. "People always tell you, never work with visual effects, children or animals on your first film," says McLane. "Our first scene was a motion-control shot with a boy and a dog."

Set in the early 1960s, *To Ease the Loss* centers on a young boy's death from an unspecified illness. His grieving parents find unexpected solace through the images produced by a 16mm camera that the father inherited from his own late mother. McLane says she wanted to portray how people can come to terms with an untimely loss, and she hopes viewers will take some comfort from the film's vision of what happens after death.

The project was produced by McLane and Daren Hicks through the American Film Institute's Directing Workshop for Women, which gives women with film and television credits in other disciplines the opportunity to direct their first project. According to McLane, women are selected for the program because of their credits and the script they submit. The criteria are weighted equally. "You have to walk in ready to go," she says.

McLane worked as an actress for 10 years, then as a script supervisor for another decade on TV shows and films such as *Three Kings* and *Hollow Man*. Rae, too, has had a long career, first in visual effects on films such as *Beetlejuice*, *Idle Hands* and *Nixon*, and then in cinematography. Because of their combined years in the industry, both had many longtime colleagues who offered assistance and resources. As a result, they were afforded some tools that rarely make an appearance on short films, such as motion control.

One key use of motion control takes place after the boy's death. Rather than showing the funeral in a traditional way, McLane chose to do a slow dolly and pan across the living room, past funeral guests who fade out as they discuss what has happened and its impact on the parents. Rae was able to combine multiple passes into one shot for an elegant transition that covers three days in the story. "Using motion control actually saved us time in shooting what otherwise would have involved multiple setups and coverage," he explains.

McLane notes that while others warned against doing the potentially time-consuming shot, Rae never wavered in his support. The two felt that it was not merely a fancy shot, but an economical use of technology to help sell an emotional turning point. The subtle use of effects as a narrative tool was one of their goals on the project, and Rae says he is gratified that so few viewers realize that the 20-minute film has about

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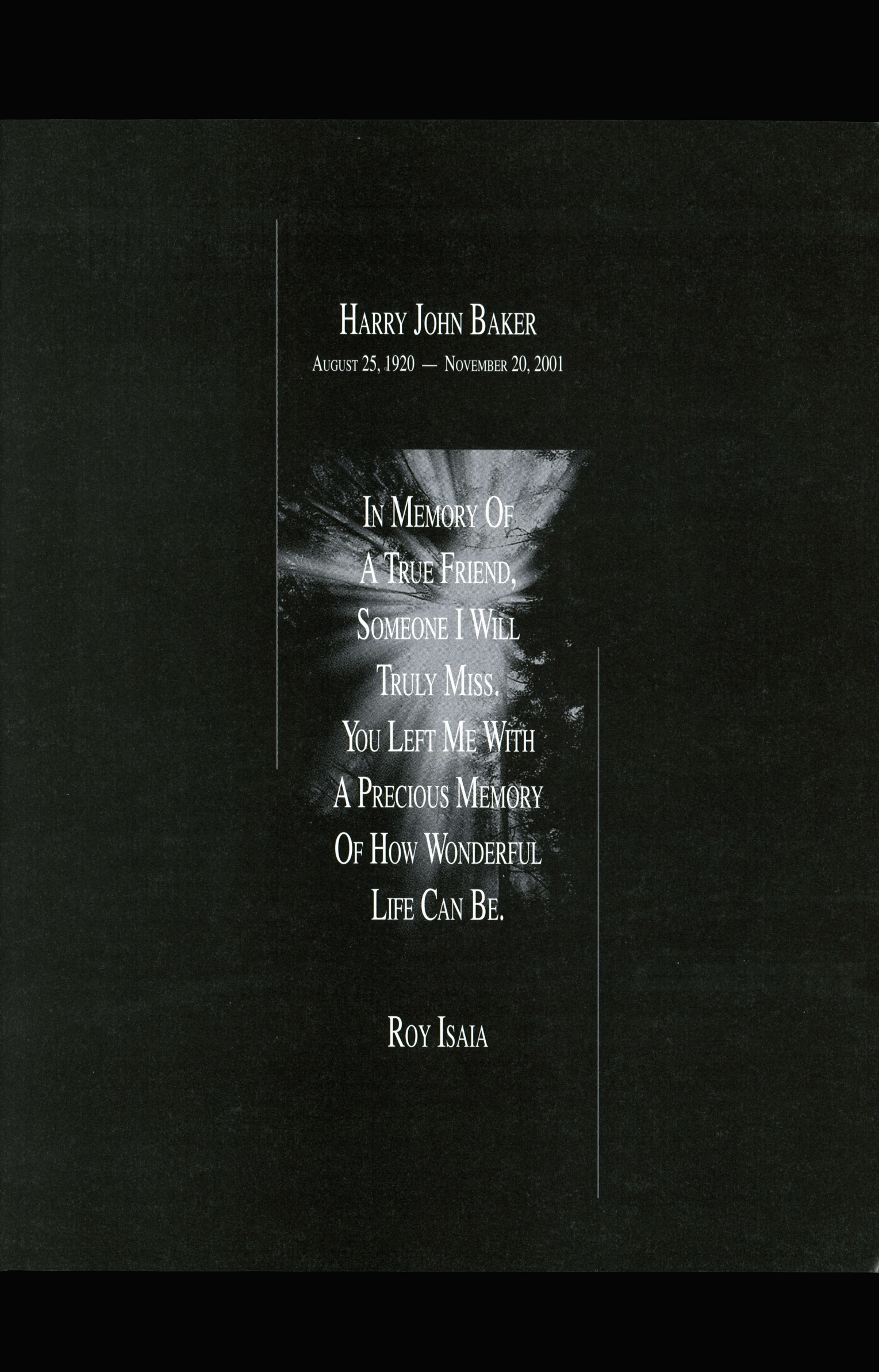
To create the period exterior for a camera shop (top), the filmmakers commissioned a matte from artist Mark Sullivan. Sullivan combined several elements to create the matte (middle): 35mm stills shot in Santa Monica, California; digital images shot in Columbus, Ohio (where he lives); elements scanned from 1940s issues of National Geographic, and period signage from a Web site for railroad enthusiasts. To liven up the shot, the filmmakers shot extras against greenscreen in post (bottom) and added them to the image via Ultimatte in Adobe After Effects 4.1.

40 effects shots.

Ironically, an AFI requirement that the projects be shot on DigiBeta helped make the effects possible. Had *To Ease the Loss* been produced on film, the cost of digitizing images and recording them back out would have been prohibitive. However, working on video brought its own problems. Fortunately, Rae had experience with multiple digital formats, and he could anticipate and avoid some of the difficulties that can arise from shooting on DigiBeta.

The biggest challenge may have been the medium's limited contrast range. For interior scenes, key grip Terence McNally cut the light coming through exterior windows with heavy nets, reducing the light by as much as six stops so the windows wouldn't completely blow out. Outside, where the sun was the key light, gaffer Stefan Duschaine blasted multiple 12K HMIs into the fill side of the actors to reduce the key-to-fill ratio. Even so, Rae battled to retain information in the highlights with what he feels were varying degrees of success.

The production rented its main camera, a Sony DVW 790WS, from Plus-8 Video in Burbank, California, even though a similar camera was provided by AFI. Rae says the previous users of AFI's camera had changed the internal gamma-curve settings so drastically that they were far from what they should be. Because the camera was not available for recalibration until the morning of the



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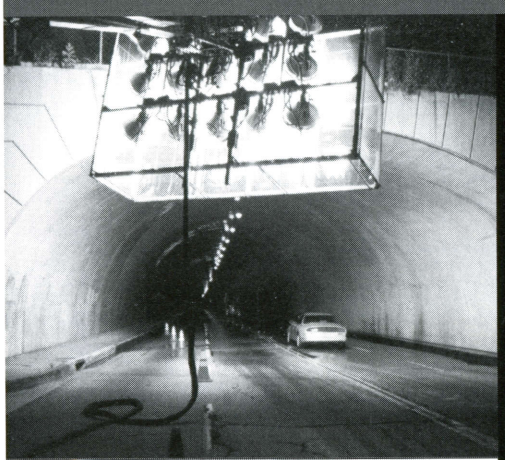

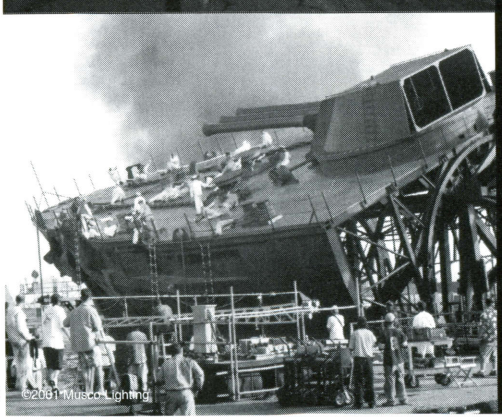

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shoot's first day, it was useful only as an emergency backup.

Rae kept a Fujinon 7.5-150mm zoom lens on the camera most of the time. Given the five-day schedule mandated by AFI, the crew had to move very quickly, and the zoom lens facilitated small, fast adjustments. Rae stayed on the extremes of the lens, avoiding the middle range where, he says, "everything looks like old TV."

Most of the film was shot at a house in Altadena, northeast of Los Angeles. McLane stumbled across the house while trying to find adequate cell-phone reception to get directions to a different possible location from a friend. She stopped immediately and introduced herself to the family, and to her astonishment they were willing to let the student production use their home. "The heartfelt nature of the story won them over, and they were just wonderful to us," says McLane.

The home was furnished in a vintage style, and as Rae and McLane walked through it together for the first time, they realized they could make *To Ease the Loss* a period film with relative ease. The early 1960s seemed to them a time when family was perceived as being more important than it is today, so they decided to set the film in that era.

They designed a color palette that subtly evolves in tandem with the boy's health. The walls in his room, for example, were repainted a greenish color that could be either warm or cool, depending on how it was lit and what it was juxtaposed against. They also built a progression into the style of lighting so that when the boy dies, his mother is lit more harshly to subtly reinforce her emotional fatigue.

McLane's acting background helped guide her as a director. She tried to stay flexible for the benefit of the actors, and she discussed the source of their emotions rather than the result. "By giving actors that freedom, you often get better results than you imagined," she says.

The film was edited by *Hollow Man* alumnus Ian Slater in 20 days on an Avid Symphony at AFI. Once the cut was

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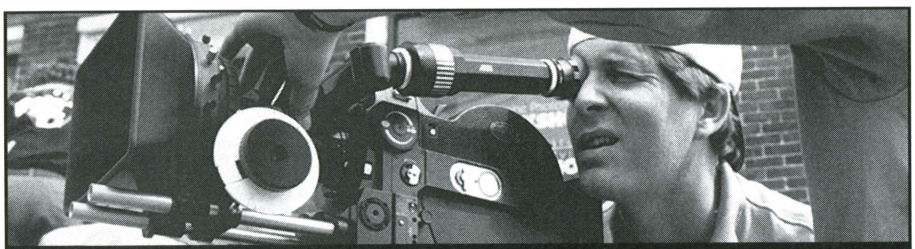

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onlined, Rae began the effects and post work, calling on friends for assistance. One contributor was matte painter Mark Sullivan, who created a period camera-store exterior to provide a broader sense of the world in which the film is set. The crew had shot the father walking into a store by parking nearby and grabbing the shot in less than three minutes. Rae e-mailed a reference frame to Sullivan, who lives and works in Columbus, Ohio. Using additional images that he photographed in Ohio, as well as reference materials from the Internet and old issues of *National Geographic*, Sullivan was able to transform the shot into a convincing early 1960s cityscape.

Knowing that one way to integrate a matte shot even more is to pass someone or something in front of it, Rae dropped in extras who had been shot against greenscreen. He also passed another friend's 1963 Corvette in front as an additional effects element. "No one has yet mentioned noticing that the shot is a composite," he remarks.

From the beginning, McLane had envisioned *To Ease the Loss* playing at film festivals as a 35mm film print. Rae, however, was apprehensive about doing a tape-to-film conversion. He felt that the transfers he had seen suffered because of the frame-rate conversion, and he felt that the process betrayed too many motion artifacts.

Rae achieved the results he hoped for at the Sony High-Definition Center. Sony's process up-converts an edited DigiBeta master to hi-def video, then translates 30 fps to 24 fps by using a proprietary field-to-frame conversion process. Black-and-white separations, where each frame is broken into its red, green and blue components, are then printed one after the other on a single strip of fine-grain positive 35mm film using Sony's Electronic Beam Recorder. The separations are then optically step-printed onto Kodak 5245 negative stock so that conventional 35mm color prints can be struck.

Rae was particularly pleased that the transfer did not pick up a lot of contrast, as he had feared it would. In fact, after seeing the first five-minute

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reel, he was satisfied enough to greenlight the conversion of the entire project. He notes, however, that focus has to be even more precise for a small-format project that's going to be blown up to 35mm than for a film that originates on 35mm; because the area of the image is much smaller, the focal length needs to be longer to achieve the same field of view. "At the moment, the markings on the barrel of a video-camera lens are unlike those on a film lens, which makes it harder for assistants to accurately hit focus," he adds.

Knowing that *To Ease the Loss* would eventually be transferred to film, Rae shot without any filtration on the camera, but in post he added electronic diffusion and other effects. Using masks and key frames, he was able to tailor his changes to specific parts of the image. For example, he added halation to the windows that had been netted heavily so that they wouldn't overexpose during the shoot.

He also used software tools to further color-correct and subtly manipulate the look of the project, particularly for its video incarnation. In Adobe After Effects, he concocted his own electronic version of ENR by overlaying a very low-level percentage of a low-contrast black-and-white pass of the film on top of the color. This decreased the vividness of the brightest colors in the midtones and, unlike a simple desaturation, retained the image's punchiness while knocking back the telltale video chroma.

McLane says it was a tremendous help that Rae could handle not only the cinematography, but also the visual effects and post work. "Ted was my secret weapon," she says, while adding they were so in-sync on the project that his visual-effects contributions were really just a bonus. "Even if he hadn't known a thing about effects, he still would've been the right cinematographer."

Rae, in turn, was delighted to work with a director who was open-minded about input. "I've been storing up ideas, observations and techniques over the years," he says. "*To Ease the Loss* was a project I could give it all to." ■

New Products & Services

compiled by Douglas Bankston

The interface of the 5D Colossus digital film-timing and finishing system has been designed to put cinematographers in the driver's seat.

5D Colossus: Digital Timing for Cinematographers

by Debra Kaufman

5D, a U.K.-headquartered company that specializes in tools for film and video visual effects, recently unveiled 5D Colossus, a software-based digital film timing and finishing solution. Unlike a number of digital tools that have been designed and produced by engineers, forcing cinematographers and others in the production chain to accommodate a different workflow, 5D Colossus was built from the ground up with the cinematographer in mind. According to 5D director Marc Dando, 5D Colossus is intended "to create a fast and high-quality system with a powerful toolset at an affordable price. It is a tool dedicated to making the grading of multiple scenes as fast and efficient as possible."

In a rather unusual turn of events, a prototype of 5D Colossus was used on a major motion picture, *The Lord of the Rings: The Fellowship of the Ring* (see *AC* Dec. '01) before the product was officially launched at IBC 2001. Released as a product, 5D Colossus software runs on Boxx Technologies' CineBoxx, the first Microsoft Windows 2000 system offering I/O and PCI bus architectures for ultra-fast, uncompressed 2K digital film playback.

The development of 5D Colossus occurred in close cooperation with The Post House AG, a German facility, and its creative director Peter Doyle. As supervising digital colorist for *The Lord of the Rings,* Doyle was in Wellington, New Zealand, to set up a division of The Post House to handle *Rings.* By mid-1999, Doyle approached Colorfront, a firm in Budapest, Hungary, that had a history of developing digital color-grading tools, to see if the company had an interest in writing a software package to accommodate a full-length feature film.

The request didn't come as a total surprise to Colorfront's Mark Jaszberenyi, who, while heading a post company, had heard the frequent plaints of cinematographers who wanted digital tools equal to those they were using to time commercials. "The existing software tools weren't designed to manipulate the whole feature film," he says. "They were designed to work on one shot at a time. And hardware-based tools weren't fast enough."

Taking up Doyle's challenge, Jaszberenyi gambled that computer speed would be fast enough by the time he finished his estimated 1½ years of development for the feature-film timing software. Doyle consulted with *Rings* cinematographer Andrew Lesnie, ACS about the tools he'd like to see in a digital grading system, and then transmitted those specifications to Jaszberenyi.

"It was extremely important to maintain the lab style of grading in terms of printer lights," reports Doyle. "That meant that Andrew was able to sit with me and ask for three points of cyan, and we could easily click in three points, whereas in a normal telecine that would be very hard to do because there is no quantification as to what three points is."

Doyle says they spent a lot of time working with the New Zealand Film Unit, the production's film lab, emulating look-up tables — measuring prints and negatives — to make sure they knew exactly what the reaction would be. "For us, it's really important to be able to show the director of photography exactly what's on the negative, and then use that as a base from which to grade," Doyle adds.

With the ability to input look-up tables into the system, 5D Colossus can be calibrated to any lab, to within one-quarter of a point. "It fits perfectly into the workflow and becomes an incredible point of reference," Jaszberenyi says. "Because you can calibrate the system to work like a specific lab, what you see is what you get. It's not perfect, but you can drive the monitor to look very, very close to film. It's a bridge between two black arts."

Jaszberenyi notes that there are other systems that enable the user to input look-up tables, but none of them has the dynamic range of 5D Colossus. "Many machines have pieces, but none of them pull it into one package," adds

Jaszberenyi, who reports that the system's internal architecture is 16-bit/channel linear or log processing, depending on the user's preferred working method.

Because the cinematographer is able to grade with 5D Colossus in real time, some cameramen argue that the language of color points is unnecessary and antiquated. But both Jaszberenyi and Doyle believe otherwise. Maintaining the language of the film lab for this new tool was done, they say, not just for the cinematographer's comfort, but to maintain "a common language."

"It's to give everyone a common feel for where they are," explains Doyle. "If you have something that's infinitely variable, and you say, 'Make it a bit darker,' you spend a lot of time zeroing in on that. We're not locked into the printer-light metaphor, but it's a good starting point. What it means is that I grab the printer lights that the director of photography has used for his dailies and plug them in, so at the start of the session, they'll see images they're used to from dailies. That brings a level of comfort [to the process]."

Lesnie concurs, noting that "with this package, what you have in front of you is enough tools to alter all of the characteristics of film stock in a huge way.

"It's very easy to lose your place," he adds. "It's important to create parameters that keep you on the straight and narrow. We weren't grading a 30-second commercial; we were grading sequences that had to fit into the qualities of the rest of the film. If people use every tool straight away, sometimes there are shots that just won't move to that same place."

Other custom-designed features of the 5D Colossus include reference wipes and many-split views; a Grade Bin for storing settings, groupings or "ganging" of correction for selected shots; and versioning. Workgroup functionality will enable multiple systems and colorists to work on the same project in cooperation, and color-look creation can be accomplished with the HLS and RGB curve-correctors. Plug-in looks will also be available from 5D and other manufacturers. For secondaries, there are eight units in 5D Colossus, with selection performed by HLS color keying and geometric shapes with infinite softness, with both HLS and RGB modifiers, and a separate output curve and primary for final tweaking before the output.

Doyle and Lesnie began using the system at The Post House in February 2001. Lesnie notes that digital timing of *Rings* has "taken a much greater commitment in terms of my time than usual." But, he adds, the film's producers had asked him at the outset to be part of the process and kept him on salary for the year it required; during that time, Lesnie commuted to Wellington from his Sydney home every two or three weeks. "It's the price you pay for wanting to follow your image through to completion," Lesnie says. "Losing authorship of your image is always a major concern for a cinematographer."

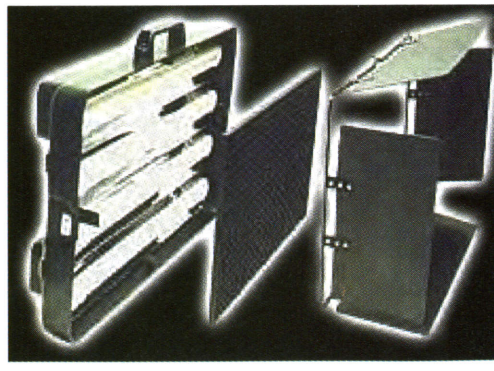
Although he notes that it takes some time to calibrate the system properly so that the monitors match up with what is seen on the big screen, Lesnie says that one immediate benefit was the ability to turn over tests rapidly. "We had a very consistent pipeline," he reports. "We could run tests, output that night and see dailies the next day."

Another benefit was that after timing an entire sequence and outputting the negative in one piece, it was conformed to the exact cut of the film, saving the negative cutter a great deal of work — and, in the process, saving the producers money.

5D Colossus was recently demonstrated for ASC members, and many of them were enthusiastic about what they saw. Roger Deakins, ASC, BSC calls the system "an advance over the system we were working with on *O Brother, Where Art Thou?*" He adds, however, that at the moment, "no digital intermediary is quite up to the film original. Still, the whole idea of timing digitally gives you a lot of control over the saturation and contrast levels if you want to change the beginning of a scene or a particular color in a shot. Lab work is really so archaic and restrictive. Digital timing gives you so much control over the image, which is wonderful for a director of photography. If you embrace the system, it frees you up to an enormous degree in terms of how you think of creating moods with images, [allowing manipulations] that you could never do in the lab."

Richard Crudo, ASC, who calls the 5D Colossus "a terrific device," agrees. "It has a built-in capability to help facilitate communication between the colorist and the cinematographer," he says. "It also has the capability for quantifiable repeatability in the quality of the image, in a way that we haven't had to date. 5D has been developed from the cinematographer's perspective, and that is what will ultimately lead to the success of this equipment. Once people start to use the system and become familiar with it, I think it'll become a hot ticket."

For more information, contact 5D at (310) 394-7824.



Making a Case for Portable Light

Owen Stephens, SOC is introducing a line of original case lights called Pampa-Lites, which were designed with an emphasis on portability and self-containment — the light is inside and part of the case, as is the ballast. No additional carrying cases are required for lamps, ballasts or hardware. Made from strong and durable high-impact ABS plastic, the Pampa-Lite can be configured in many combinations, from two to 12 lamps, in either separate or joined cases.

The Pampa 12 is the 660-watt, 12-tube unit, followed by the 440-watt Pampa 8, 330-watt Pampa 6, 220-watt Pampa 4, and the 110-watt Pampa 2. The

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lamps have a better chromatic performance than halogen tungsten and HMI lights, achieving a better base lighting control, covering a larger area and having a longer life of 10,000 hours.

The lights feature fast setup times and quick lamp changes from daylight to tungsten. All hardware is onboard. Stands are also available. The low heat-generating soft light has a high output with reversible barndoors of mirrored or black sides and is dimmable. A dimmer is included. The Pampa-Lite is useful as a blue- and greenscreen unit.

For more performance information about Pampa-Lites, contact Florida-based Pampa-Lite at (561) 852-9877, fax (561) 852-8664, e-mail: pampalite@aol.com, Web site: www.pampalite.com.

An Umbrella of Light

Briese lights, created by H.W. Briese of Germany, use a sensitive approach to light management and take into account the subtle nuances that light can achieve. Briese technology builds upon aerospace research and development and can endure extreme heat. Briese is the only lighting system that incorporates both flash and HMI (daylight) in the same mobile umbrella device. The lights achieve high f-stops with a low amount of wattage. HMI ballasts output 400 Hz in contrast to the 50 to 150 Hz industry standard, allowing one to shoot up to 400 fps without getting a black frame and maintaining more detail in slow motion. HMI and flash light color can be varied in its temperature from daylight to tungsten by applying colored Pyrex shells. Additionally, flash bulbs can be ordered in specified color temperatures. All the flash packs have a quick recycle time; the 400-watt flash pack, for example, recycles up to four flashes per second. All flash packs and HMI ballasts can be adapted to international current with exception of the 2,500-watt ballast, which requires 220-volt current. HMI and flash modules are lightweight and easy to travel with.

Briese HMI and flash reflector umbrellas range from 2'6" to 7'2". A 10'10" reflector is available by special request. The reflectors are designed so that the light source can be focused, giving the photographer the ability to create light effects ranging from a hard spot to an evenly lit, shadowless background. The user can place the light exactly where desired without having to move the entire unit. The strip lights are a new product in the reflector umbrella family and come in three sizes: Mini, Midi and Maxi. Other products include Standard, Fresnel, Zoomspot, Sun, Tubus and Floodlights, in addition to electronic ballasts, flash packs, generators, master boards and IR-transmitters.

Briese has showrooms in New York at 17 Little West 12th Street, Suite 303 (Buzzer #3), and in Hollywood at 1035 N. Orange Drive. Briese can offer hands-on demonstrations. For more information, contact Briese Lighting at (212) 414-9596 in New York, (323) 960-1188 in Los Angeles, or toll-free (877) 544-4822, or visit their Web site at www.briese.com.

Faster Millennium

U.K.-based telecine equipment manufacturer Innovation TK Ltd. (ITK) has added to its Millennium the Super 8 gate, which can accommodate 16mm and 35mm film formats and, eventually, 70mm. The newly available 8mm option allows the user to transfer more film formats without compromising the flexibility of the telecine. The same features, speeds and resolutions that are available with 35mm and 16mm formats are present when transferring 70mm film up to 2K at near real-time, or non-real-time resolutions as high as 4096x4096 with the 4K option. The scanning system supports the same zooms, pans, rotates and other scan effects, and the video processing performs the same real-time aperture, primary and secondary color corrections.

The Millennium now can also handle 3K and true 4K data transfer at 4 fps. 2K data can be transferred at 15 fps in high definition, standard definition, NTSC, PAL or any other format.

Innovation TK Ltd., +44 (0) 1992 553 533, fax +44 (0) 1992 558 979, e-mail: general@innovation-tk.com, web site: www.innovation-tk.com.

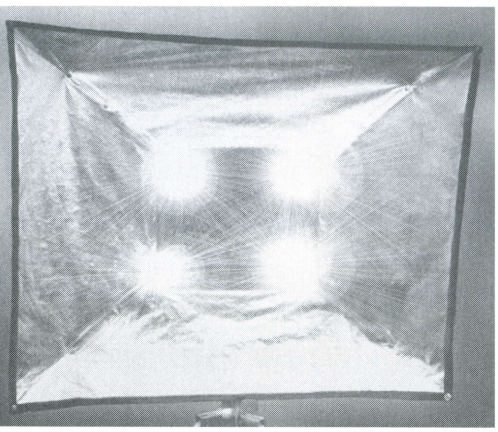
It's 11:11, Time For MediaWorks

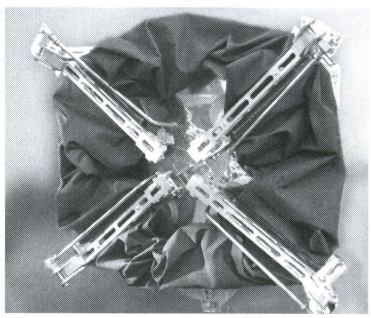
A new digital visual-effects company, 11:11 MediaWorks, has been launched in Van Nuys, California, by veteran visual-effects artist/designer Roger Nall. Nall's recent credits include *Planet of the Apes*, *Swordfish* and *The One*.

11:11 MediaWorks (whose name refers to the "lucky" time on the clock) offers state-of-the-art hardware and software for projects ranging from network television at D-1, DV and HD delivery to feature films at 2K or higher resolution.

The new company will specialize in three areas: visual-effects design and production (including on-set supervision, plate photography of blue- and greenscreen shoots, and motion control); digital post "repairs" (including wire and rig removal, monitor burn-ins, muzzle flashes, screen replacements, film restoration, color correction, and scratch removal); and custom motion graphics and design services.

11:11 MediaWorks is located at 7338 Valjean Avenue, Van Nuys, California, 91406, (818) 780-4466, Web site: www.1111mediaworks.com.





Satellight-X Lights the Way

The Satellight-X softlight is a 4'x5'x1' unit that uses four 575-watt HMI bulbs on two 20-Amp circuits. The flicker-free ballasts and switches are fully enclosed within the light. No header cables are necessary. The Satellight-X collapses to approximately 2'x2-½'x1' for storage. Full setup or breakdown takes two people two or three minutes. The light typically uses a full gridcloth diffuser, but the operator can substitute other material or gels or use no diffuser at all.

Conrad Hall, ASC, had experience with the new Satellight-X HMI softlight on the set of the upcoming release *Road to Perdition*. "We were shooting in a small house with huge windows and not enough room for lights," he says. "Our gaffer, Tom Stern, broke out his new 'find,' a broad but very slim daylight softlight that we could back into tight corners or place flat against walls. It stayed out of frame and produced beautiful light with plenty of punch.

"The Satellight-X was just the right tool for other shots," he continues, "and in the future, I'll want one or two nearby for all sorts of daylight and nighttime uses — key, fill, backlight, overhead, etc. It's the type of invention that you try the first time and think, 'Yes, of course. Where has this been all my life?'"

The Satellight-X is available for rent or lease from Satellight-X, Inc. For more information, call toll-free (866) 315-1400 or (310) 315-1400, cell phone (310) 849-3023, Web site: www.satellight-x.com.

New North Carolina Studio

Blue Ridge Motion Pictures of Asheville, North Carolina; will offer a full complement of state-of-the-art film and recording services. The facility broke ground in August 2001 on a property previously known as the Girmes plant. Blue Ridge will utilize the present building and the surrounding 40 acres as its studio campus.

The studio will feature a 40' high x 600' long New York backlot, industrial façade, 150-square-foot rooftop set, 35-acre wooded backlot with two streams, water tower, effects tank, editorial facilities, grip and lighting rentals and expendables, camera department, animation studio, and set design and wardrobe facilities.

Blue Ridge Motion Pictures is located at 12 Old Charlotte Highway, Asheville, North Carolina, (828) 296-1499, fax (828) 296-1490, Web site: www.blueridgemotionpictures.com.

New Visual-Effects Playground

Harley's House founder Harley Rinzler has acquired the Los Angeles computer animation, design and visual-effects production studio Click 3x. Rinzler has retained key artists, including visual-effects supervisor Craig Price, and will operate the facility as an independent entity under the name Playground.

The launch of Playground rounds out the slate of postproduction services that Rinzler's group of companies provides to the advertising and entertainment industries. "This is a synergistic addition, complementing our commercial, theatrical and broadcast divisions," says Rinzler. "We see many

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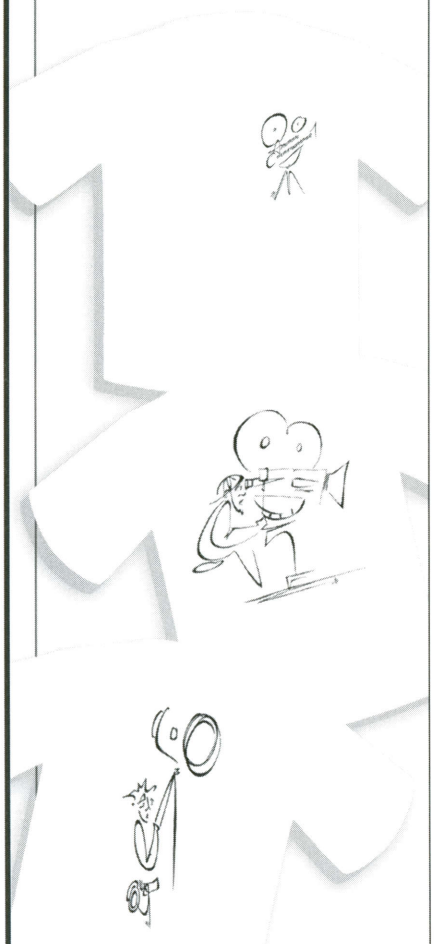

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opportunities in each of those areas to add visual effects and animation to our other offerings."

Rinzler noted that Harley's House has collaborated with Price and his team on many projects, most recently on an effects-driven campaign for data storage provider EMC. "Our philosophy is that if we are going to do something, we need to be among the best at it," he said. "I've known for some time that the artists at Click 3x are among the best in the country at what they do, and when the opportunity presented itself to acquire their services, I jumped at it."

For Price and his team, the launch of Playground enables them to explore increased creative collaboration with the support of strong management. "We have assembled a remarkable creative team who enjoy a shared vision and whose diverse talents fit together very well," Price explains. "This is an opportunity to continue to work and grow as a team of artists."

For Rinzler, the launch of Playground is the culmination of his goal to develop an end-to-end production solution suited to today's entertainment and advertising marketplace. "We're active in commercial advertising and entertainment marketing, and our staff includes some of the best artists in each field. We offer an unprecedented array of resources and can redirect them instantaneously as needed."

Playground is located at Bergamot Station, 2415 Michigan Avenue, Santa Monica, California, 90404. For more information, call (310) 264-5511.

New Color Intermediate Stock

Kodak has added a color intermediate film to its family of Vision negative and print stocks. Kodak Vision Color Intermediate Film 5242/7242 is designed to enhance the moviegoing experience by more faithfully replicating the quality of images captured on the original negative. The new stock is available in all popular formats on either an acetate or a more rugged ESTAR base 2242/3242.

"We have tested this new film in real-world applications at labs around the world, and the response has been very enthusiastic," says Terry White, director of product marketing for Kodak's Entertainment Imaging division. "Many feature films currently in release were made using this intermediate film. We expect it to quickly become the industry standard for both analog and digital film mastering. It will replace our Eastman EXR color intermediate stock, which earned an Oscar for technical and scientific achievement in 1995."

White says that advances in both emulsion science and manufacturing technology have enabled Kodak to develop a new intermediate film that renders sharper images without compromising speed or creating grain. The new emulsion science includes advances in image couplers and patented two-electron sensitization technologies.

"This advance was necessary because today's Vision negative films are capturing more subtle details in tones and colors, and our modern print films are capable of recording those nuances in image information," says Diane Kestner, project manager for Kodak's Entertainment Imaging division. "This new intermediate film provides a bridge for faithfully converting the images captured on the negative to print film."

The new Kodak Vision Color Intermediate Films are available internationally in the 35mm, 16mm and 65mm formats on a stock turnover basis. For more information, contact your local Kodak representative or go to www.kodak/go/motion.com.

Automatic Camera Tracking

Mixing 3-D computer graphics with footage of the real world necessitates match moving, which enables the CGI elements to match the perspective and movement of the real objects in the real camera shot. To help facilitate this important process, 2d3 Ltd. has introduced Boujou, the world's first commercial automated camera tracker. Boujou takes moving footage from film or video, analyzes it and automatically calculates

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the position and characteristics of the camera that shot it at each frame or field.

As the camera moves, some of the things being tracked will go out of shot and new things will appear. Rather than having to stop and then track the new item, Boujou can acquire and discard features automatically the entire time. Boujou can also track scenes where little or no trackable detail is apparent, and can track features that are visible for only part of the shot. The program allows for lens distortion compensation that is user definable.

The Boujou interface features simple one-click commands. Taskview shows the progress and indicates what actions to perform next. Playback is cached in memory with the ability to store sub-sampled images for film work. All windows and toolbars are configurable. The image window can be split to show up to four views of the image sequence with zoom and pan capabilities.

3-D test objects can be added to check the accuracy of the camera move. The user can view the scene geometry, test objects and camera path in three dimensions.

Boujou can import and export image material for 2-D and 3-D tracks at any resolution in a wide variety of formats for film, progressive video and interlaced video. Complete camera and geometry data can be exported in all major 3-D formats.

For more information about Boujou, contact 2d3 in the U.S. at (310) 745-0580, fax (949) 472-9136, and in the U.K. at +44 (0) 1865 811060, fax +44 (0) 1865 240527, e-mail: 2d3@2d3.com, Web site: www.2d3.com.

New Fuji Daylight Film

Fuji Photo Film U.S.A., Inc. has introduced its Reala 500D motion-picture color negative film with E.I. 500, the world's highest sensitivity among daylight-type films. Reala 500D is designed to provide cinematographers with even greater choices for location shooting. Fujifilm launches Reala 500D against the backdrop of increasing use of

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high-sensitivity motion-picture negative films and the widespread adoption of daylight lamps as a light source. The new Reala 500D 8592 (35mm) and 8692 (16mm) motion-picture color negative film use Fujifilm's innovative 4th Color-Layer Technology.

"Fujifilm has a long and proud history of technological innovation in motion picture film," says Mark Murphy, vice president and general manager, Fuji Professional Motion Picture Products Division. "Our goal is to provide filmmakers with as many choices as possible in the pursuit of their artistic vision. We are confident that new Reala 500D, with its outstanding color quality, superb adaptability to mixed lighting environments, and improved reproduction of skin tones, will give filmmakers greater latitude in achieving that vision."

Fujifilm developed Reala 500D in response to growing market demand for daylight-type films with high sensitivity. Daylight-type film is required in mixed lighting environments where combinations of fluorescent, mercury and other lamps are used. Reala 500D was also developed in recognition of the pervasive use of HMI lighting. Under these conditions, the highly sensitive film offers excellent grain properties and superb color reproduction, creating purple, yellow-green and other colors true to their original tones.

For more information on Fujifilm products, please call (888) 424-3854 or visit the Fujifilm U.S.A. Web site at www.fujifilm.com. ■

Points East

Truth and Fiction in *Storytelling*

by Eric Rudolph

Aspiring filmmaker Toby (Paul Giamatti, center) thinks troubled teen Scooby (Mark Webber, left) is perfect documentary material in *Storytelling*.

Photo by John Clifford, courtesy of Fine Line Features.

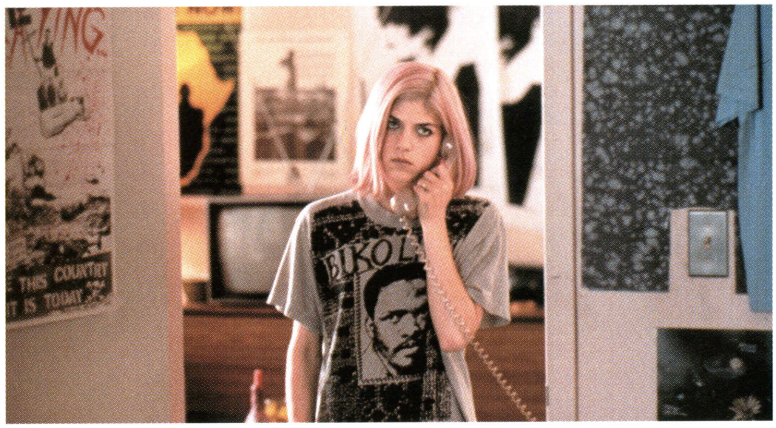
New York-based cinematographer Frederick Elmes, ASC says he was eager to shoot *Storytelling* because he thinks writer/director Todd Solondz's work is "completely original." The drama, which delves into the world of lonely fringe dwellers, is divided into two parts, "Fiction" and "Non-Fiction." As Elmes explains, the two segments "are two films that kind of relate to and resonate off of each other. We tried to find the visual styles and techniques to define them differently."

"Fiction," set on a college campus in the mid-1980s, concerns rape allegations that are aired as fiction during a creative writing class. "Non-Fiction" is set in the present day at an upper-middle-class high school. Solondz says he wanted a softer look for "Fiction" in light of how ugly the story becomes, whereas he felt that "Non-Fiction" would best be served by a harder, documentary style. Adds Elmes, "We kept the look of 'Fiction' warm, quiet and soft in feeling," Elmes says. "By contrast, 'Non-Fiction' has a clean, crisp tone, almost squeaky clean and uncluttered, with a broader range of colors."

To help create a softer look for "Fiction," Elmes rented an old set of Cooke prime lenses from New York's Camera Service Center. He wanted the "sweet, warmer" look provided by the optics, which he says are "sharp but kind to faces, a bit softer around the edges, and have a little bit of not-displeasing distortion."

In addition, the cameraman employed an Arriflex Varicon film-flashing device throughout "Fiction" to help reduce contrast and control color. To add warmth to the image, he gelled the Varicon's light with ½ CTO. The Varicon's settings varied from scene to scene, but Elmes notes that he favored medium to stronger settings. In addition, Elmes used a trick he had employed extensively on *Wild at Heart* and *In the Gloaming,* placing a piece of nylon fabric in front of the lens for diffusion.

To film "Non-Fiction," Elmes used a set of T1.7 Arriflex Ultra Primes, which offered an "extremely sharp, cooler,



***Storytelling* is divided into two distinct segments: "Fiction" and "Non-Fiction." The visual style of "Fiction" (bottom) is warm and soft, while "Non-Fiction" (top) has a harder, documentary quality.**

distortion-free image." He used the lenses without diffusion on the Moviecam Compact and SL cameras that he employed for *Storytelling*.

"Non-Fiction," which was shot in New Jersey suburbs and New York City, revolves around two lost souls, a shoe salesman and wannabe filmmaker, Toby (Paul Giamatti), and a troubled high-school senior named Scooby (Mark Webber). Scooby's only dream is to become a television talk show host like Conan O'Brien. A chance meeting unites the sad sack Toby and Scooby, and Toby decides to make a documentary about the teen.

The low-budget *Storytelling*, which was shot in eight weeks, called for some sharp planning to keep production values high while controlling costs. In one scene, Scooby very reluctantly takes the Scholastic Aptitude Test. "It was a simple, short scene, but we needed hundreds of students for a giant wide shot in a gym," Elmes recalls. To make the big shot affordable, he says, the production sought a location that would require a minimum of lighting and gelling. "These gyms often mix several different kinds of light, including daylight and mercury vapor, which is an ugly combination," he adds.

Fortunately, the filmmakers found a windowless gym lit entirely with mercury-vapor fixtures, and Elmes was able to shoot with the available light and a bit of Kino Flo fill, which was gelled to match the "hideous, purple-magenta" cast of the gym's lighting.

Like most of *Storytelling*, the gym scene was filmed with Kodak Vision 500T 5279. Elmes tested the stock under the mercury-vapor light and decided it would be best to leave color-correction to the timer rather than use filters on the lens. Keeping the lens unfiltered also helped the cinematographer get the shot. "We needed the exposure," he notes.

Footage from Toby's documentary figures prominently in "Non-Fiction," and the filmmakers determined that the digital-video (DV) footage should have several distinct looks depending on the situation in which it is seen. However, the initial footage that was transferred to film at Du Art in New York (using an Arrilaser three-laser film recorder) "looked too good," Elmes remarks. "It was clearly not film, but it wasn't different enough to be instantly identifiable as something else. (All of the video footage was shot with a three-chip PAL Mini DV camera; ironically enough, PAL was chosen over NTSC for its higher resolution.)

To degrade the PAL footage to the desired level, the material was transferred to NTSC and then back to PAL before being recorded to film. The color was also desaturated and the contrast reduced, and digitally produced dropouts were strategically placed "to remind audience that it's video," explains Elmes.

Elmes lit the ostensibly real-life video scenes in order to gain control over the images. "We didn't want images that were too smooth, however," he says. "We wanted to see video at its worst."

Obtaining the desired result was sometimes a struggle. While preparing to shoot a scene on video in Scooby's bedroom, a practical location, Elmes became concerned that the sunlight streaming in through the window was too beautiful. "I started adding diffusion to the window and using front lights to balance the sunlight and reduce the contrast, but it wasn't helping. Todd was saying, 'You're lighting this! It's going in the wrong direction!' That made me change gears, from the film sensibility to trusting what was there on the TV monitor. I turned it all off and went back to the light I'd thought was too glorious, and it was just right [on the monitor]."

Eric Rudolph can be reached via e-mail at erudolph2@nyc.rr.com. ■

Books in Review

by Ray Zone

It's Only a Movie! Films and Critics in American Culture
by Raymond J. Haberski Jr.
The University Press of Kentucky,
249 pp., $30
ISBN 0-8131-2193-0

Jean Cocteau and The Testament of Orpheus
by Lucien Clergue
(with an essay by David LeHardy Sweet)
Viking Studio, 144 pp., $30
ISBN 0-670-89258-0

America's leading movie critics seem to be in unanimous agreement: movies are in a state of crisis. "Not a financial crisis," states Raymond Haberski in the introduction to his history of film criticism, "but, more shockingly, a spiritual crisis." Leading critics such as Susan Sontag, Richard Schickel, David Denby, Stanley Kauffman and Roger Ebert have all commented on the death of "film culture," noting a general malaise in which film critics, suffering from a "decline of cultural authority," no longer have the power to inspire moviegoers.

In the 1960s, millions of young people contracted "cinephilia," which Sontag characterized as "the love that cinema inspired." Cinephilia evolved through universities, coffeehouses and arthouse theaters that had begun to show foreign films in the 1950s. "The younger generation of the 1960s followed movies as a religion," notes Haberski, "and their chosen catechism was foreign films, primarily from France and Italy." Film critics gained great respect in this era and acquired greater intellectual stature.

In analyzing the current state of film criticism in America, Haberski goes back to its beginnings in the early years of the 20th century. "Many early critics were energized by the prospect of witnessing the birth of a new art," he observes. "After all, how often was one able to claim such a thing?"

Haberski traces the first tenuous steps of the practice of film criticism in the pages of *Moving Picture World*, a trade journal that began publication in 1909 and eventually "became an important source for tracking the characterization of movies as art." The author also discusses censorship and the formation of the National Board of Review of Motion Pictures, which acted as a mediator between the movie industry and the public from 1909 through the mid-1920s by reviewing thousands of films for approval.

By the late 1920s movies had acquired serious champions, such as poet Vachel Lindsay and journalist/critic Gilbert Seldes. In the book *The Seven Lively Arts* (1924), Seldes observed that a person could legitimately enjoy the work of Charlie Chaplin as well as Picasso "without betraying rigorous standards of taste." Iris Barry, founder of the London Film Society in the 1920s, was a movie critic who concluded in her 1926 book *Let's Go to the Movies* that "going to the pictures is nothing to be ashamed of."

The idea of movies as art really began to take hold in the postwar era with publication of three film journals: England's *Sight and Sound*, France's *Cahiers du Cinema* and America's *Hollywood Quarterly*. Haberski writes that all of them were "determined to raise the level of discourse over movies high above what one typically found in mainstream publication."

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Andre Bazin and Jacques Doniol-Valcroze, *Cahiers du Cinema* published younger film critics who included François Truffaut, Jean-Luc Godard, Claude Chabrol, Jacques Rivette and Eric Rohmer. All would later become significant filmmakers of the French New Wave.

These critics espoused two central principles: a rejection of montage (the editing technique made famous by Sergei Eisenstein) and the role of the director as auteur. It was Truffaut who, in a famous 1954 article titled "A Certain Tendency in French Cinema," wrote of the significance of a director/author's politics or world view; American critic Andrew Sarris later coined the term "auteur theory." Sarris argued that a film "should ideally be a medium of personal artistic expression, and the best films are therefore those which most clearly bear their maker's 'signature.'"

Few filmmakers exemplify this theory as much as Jean Cocteau, whose cinematic body of work was always very personal and, right down to the opening and closing credits, bore his actual signature. When Cocteau ran out of funds during production of his last film, *The Testament of Orpheus*, in 1959, Truffaut donated the prize money he had won that year at Cannes for *The 400 Blows*, his first feature.

Cocteau asked photographer Lucien Clergue to join the crew during the making of *The Testament of Orpheus*. "You are free to do as you please," Cocteau said. "I look forward to being surprised by your photos. They will reveal something different from my film." Clergue's gorgeous black-and-white photographs were recently published as a book, which includes an introduction by Clergue and an illuminating essay by David LeHardy Sweet.

The Testament of Orpheus was the final film in a trilogy that had begun with *The Blood of a Poet* (1930) and *Orpheus* (1950). Though he produced poems, plays, novels and films, Cocteau regarded himself primarily as a poet. He appears as himself in *The Testament of Orpheus*, announcing in an introduction to the film that "I shall present a striptease in which I shed my body to expose my soul." Clergue's photos capture sweet moments on the set as well as the creation of the film, which makes no attempt to disguise the devices of its invention. The photos stand alone as works of art.

"Clergue's oeuvre is calmly surreal in its vision of shattered beauty," writes LeHardy Sweet. "Like DeChirico, he has a way of looking around the corners of the modern world to find something ancient and encrusted, yet mysteriously vital." With "the intrusion of film technique into the story" and "its obvious studio backdrops, imperfect props and not-so-special effects," *The Testament of Orpheus* was embraced by the French New Wave; in Clergue, Cocteau found a perfect photo documentarian, a poet with a camera.

ASC Open House to Feature 2 New Books

This year's ASC Open House will feature the debut of two new books from the ASC Press: *New Wave King: The Cinematography of Laszlo Kovacs* and the new ASC Film Manual.

The Open House, which will be attended by Kovacs and other ASC Award nominees and winners, will be held on Saturday, February 16, at the ASC Clubhouse, 1782 North Orange Drive, Hollywood, from 11 a.m. to 4 p.m. The event is free and open to the public.

Fresh interviews with Kovacs, winner of this year's ASC Lifetime Achievement Award, are the centerpiece of *New Wave King*. Since he arrived in Hollywood in 1958, Kovacs has collaborated with directors such as Peter Bogdanovich, Cameron Crowe, Dennis Hopper, Bob Rafelson, Ivan Reitman and Martin Scorsese. His feature credits include *Frances, Easy Rider, Targets, Five Easy Pieces, Ghostbusters* and *Copycat*.

The highly anticipated eighth edition of the ASC Film Manual, a comprehensive field guide for cinematographers, features chapters written by ASC members and associate members, many of whom are also expected to attend the Open House.

For more information, call the ASC at (323) 969-4333. ■

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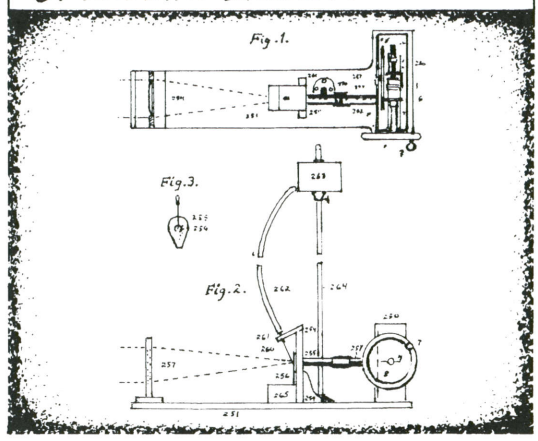
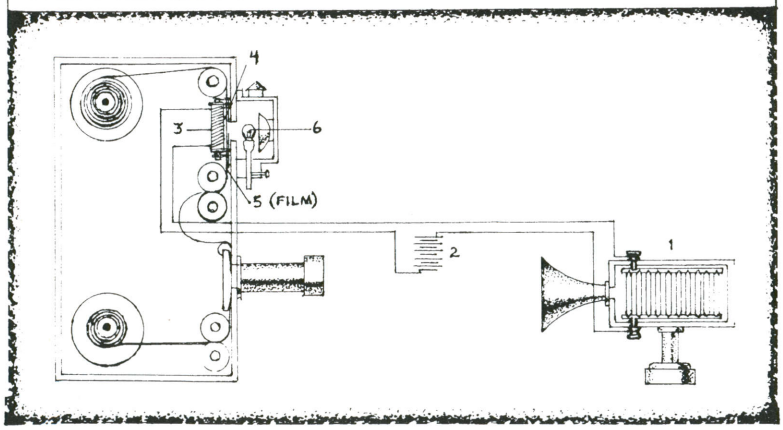


LAUSTE'S 1906 SOUND RECORDING CAMERA USED A CARBON ROD MICROPHONE (1) WHOSE SOUNDS PICKED UP WERE CONVERTED TO CURRENT BY A BATTERY (2) CAUSING A MAGNET (3) TO VIBRATE A MOVING GRID (4) THROUGH WHICH LIGHT PASSED TO THE FILM (5) FROM AN ELECTRIC LAMP (6).



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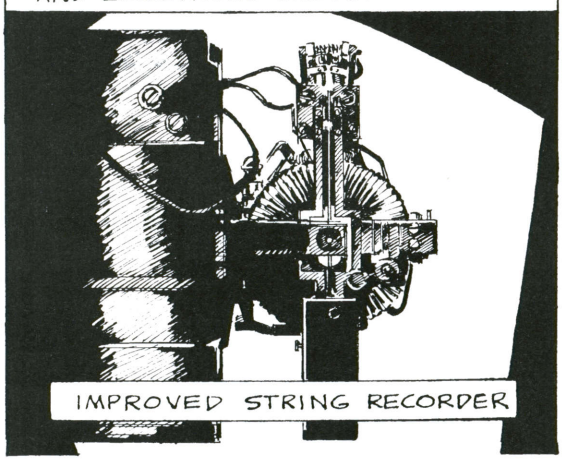

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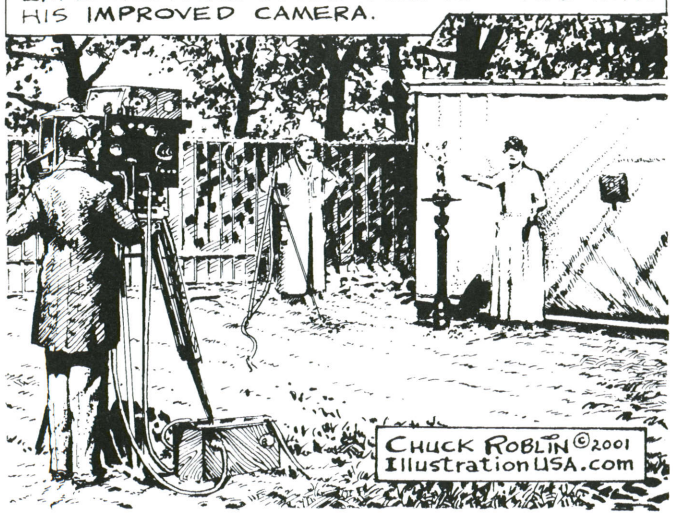

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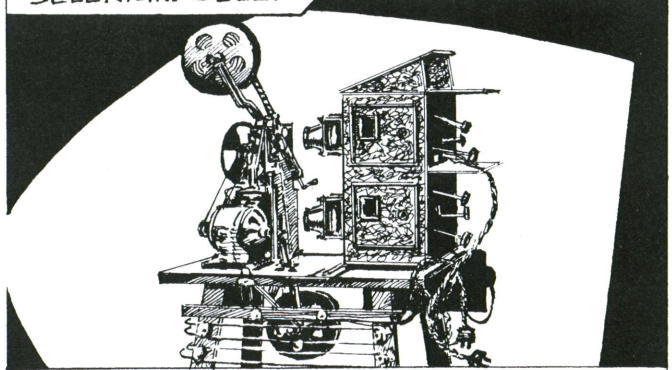

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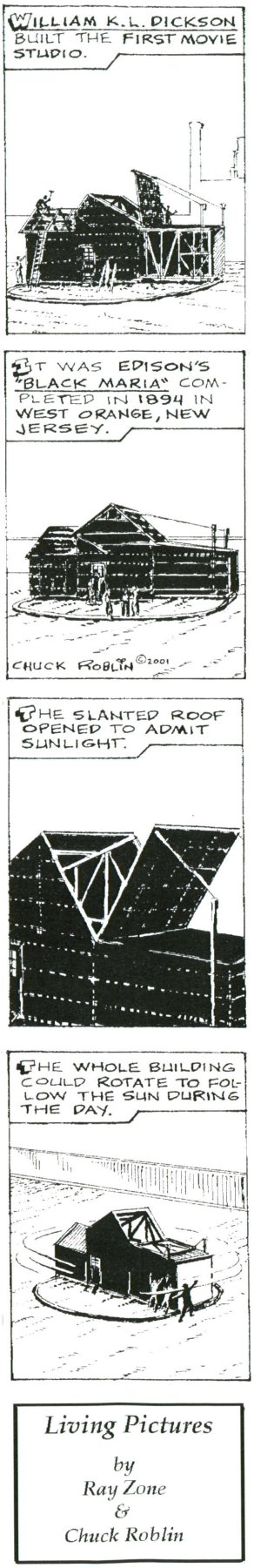

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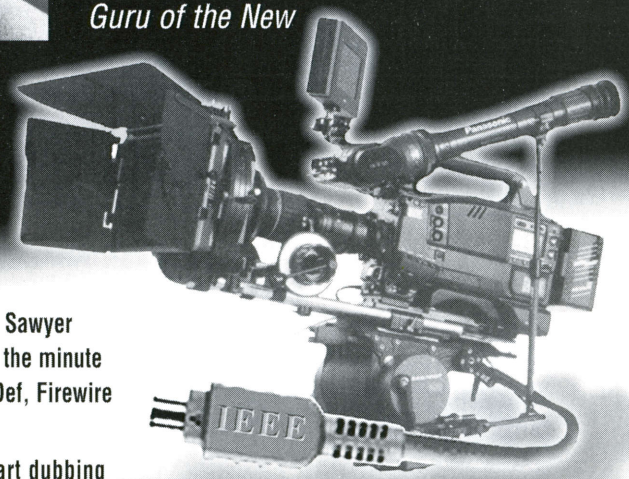

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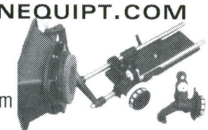

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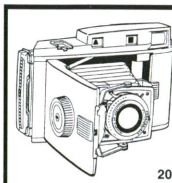

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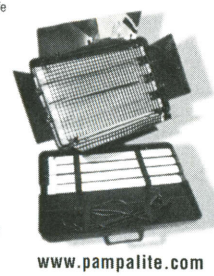

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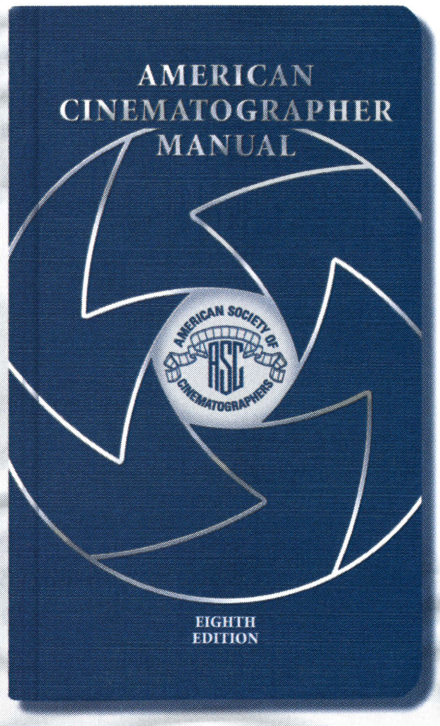

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ABOUT THE EDITOR: Rob Hummel is uniquely qualified to edit this book. He is senior VP of Digital Cinema at Sony Electronics. He was formerly a technology executive at DreamWorks SKG and Technicolor. He is an Associate Member of the ASC, an active member of the SMPTE, and has served as Executive VP of the Technology Council of the Motion Picture and Television Industry.

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In Memoriam

Remembering
John F. Warren, ASC
by Ray Zone

ASC members and the viewing public continue to enjoy the work of the late John F. Warren, ASC. Jack, as his friends called him, was destined for show business. He was born on May 1, 1909, in Boston, Massachusetts, to vaudeville actors Fred Warren and Effie Conely. Jack's uncle, Maxwell Karger, the general manager and co-founder of Metro Pictures in New York, hired Jack as a "slate boy" for Metro. Karger urged Jack's family to move west to pursue careers in music and motion pictures, and once they arrived in Hollywood, Jack's father began a motion-picture career that spanned 60 pictures.

Jack studied music and became an accomplished jazz musician. He hit the road with big jazz bands, including the Carole Lombard Band. He left music behind to become a camera operator at William Fox Studios, where he began a 17-year association with cinematographer George Barnes, ASC. While working with Barnes, Warren operated on many Cecil B. DeMille films, including *Samson & Delilah* (1949) and *The Greatest Show on Earth* (1952). He served as second-unit director of photography on *The Ten Commandments* (1956).

In 1954, Warren moved up to first-unit director of photography on *Country Girl*. In the film, Bing Crosby plays an alcoholic singer trying to make a comeback and, in an Oscar-winning role, Grace Kelly portrays the singer's wife. Warren's work earned an Academy Award nomination for Best Black-and-White Cinematography. His other feature credits included *The Seven Little Foys* (1955), *The Proud and the Profane* (1956) and *Beau James* (1957).

In 1955, Warren began a long-term association with Alfred Hitchcock at Universal. He shot the TV series *Alfred Hitchcock Presents* and the feature *Torn Curtain*. Warren's other TV credits include *Checkmate*, *McHale's Navy*, *Boris Karloff's Thriller*, *Fame is the Name of the Game* and *Ironside*.

Warren became a member of the ASC on April 10, 1956, and he considered it his most treasured honor. He would always say that there was "no other organization in the world whose members were all pioneering visionaries of their craft," and he counted ASC members John Russell and George Barnes as two of his closest friends.

Through his work in TV, Warren enjoyed associations with many ASC members, including Ellis "Bud" Thackery, Ray Rennahan, Ken Peach, Lionel Lindon, Benjamin Kline and Henry Freulich.

This writer's most vivid memories of Warren's work are the science-fiction and horror films he shot in the Fifties. *Daughter of Dr. Jekyll* (1957), directed by low-budget auteur Edgar G. Ulmer, features exceedingly atmospheric black-and-white photography in which chiaroscuro shadows falling upon the face of the hapless heroine (played by Gloria Talbot) at night spookily convey the torment of her soul. *The Colossus of New York* (1958), despite its low budget, recalls German Expressionist cinema of the 1920s, and *The Cosmic Man* (1959) remains a cult favorite.

Warren died on August 8, 2000. He is survived by his wife Rita, son John and daughter Jacquita. ■

From the Clubhouse

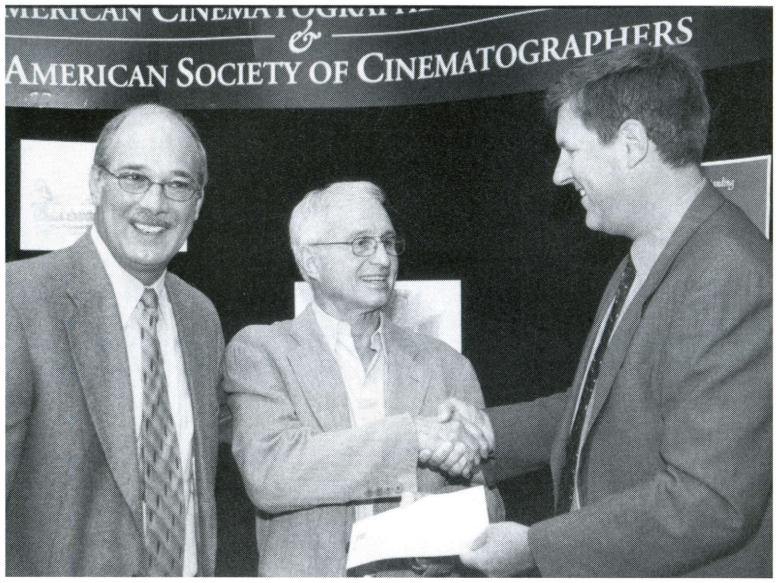

Photo by Ray Zone.

ASC president Victor J. Kemper, standing next to Kodak vice president Brian Spruill (left), receives a contribution to the Society's building fund from Eric Rodli, CEO of Kodak's Entertainment Imaging Division.

ASC to Build New Campus

The American Society of Cinematographers has announced an $8 million plan to build a new campus on the site it occupies at 1782 North Orange Drive in Hollywood.

The initiative, announced on October 19 by ASC President Victor J. Kemper, includes the construction of a state-of-the-art, 256-seat screening room, new offices for the staff of *American Cinematographer* magazine, and a conference area. It also provides for an endowment fund that will assist talented young filmmakers. Under the plan, the historic ASC Clubhouse, which now houses the organization's administrative offices, will become a cinematography museum.

"The new ASC facility will be fully accessible to colleagues, scholars and the public," said Kemper. "In 1919, when the ASC was born, our 16 original members were dedicated to the motto 'Loyalty, Progress, Artistry.' That is more meaningful today than ever before. We are announcing the continuation of their dream with an emphasis on progress."

If fundraising continues as projected, the ASC might break ground this spring. The association also hopes to begin offering annual summer workshops, funded by a new $1 million endowment, by mid-2003. ASC members currently lecture at film schools at their own expense.

"What seems like an almost impossible dream is slowly coming together," Kemper said. "We're nearly halfway to our goal of raising $8 million. The ASC Board of Governors has made a $1 million pledge, and some of our associates and friends have become lead donors." Gifts have already been pledged by Eastman Kodak Company, Panavision, Technicolor, Laser Pacific, The Hollywood Reporter, Variety, Arri Incorporated, Pacific Title and Cinetech.

On hand for the announcement were Brian Spruill, vice president of Kodak, and Eric Rodli, CEO of Kodak's Entertainment Imaging Division, who presented Kemper with a check on behalf of the company. "The ASC and this building is Mecca for the art of cinematography," Spruill said. "The ASC's contribution to the motion-picture industry is absolutely undeniable and critical."

Also present for the announcement were representatives of the Hollywood Arts Council, the Academy of Motion Picture Arts and Sciences, the Hollywood Chamber of Commerce, the Academy of Television Arts and Sciences, the L.A. Cultural Affairs Department, the Directors Guild of America and Fujifilm.

The new campus has been designed by Goldman & Firth Architects of Malibu. It features subterranean parking and three new structures around the Clubhouse that are connected by walkways and landscaped with citrus trees, courtyards and a fountain."We set out to create a modern metaphor for the original Hollywood studios, with their backlot streets, barrel vault roofs over soundstages, studio cafeteria and small Craftsman cottages," said project architect Ron Goldman. "We also wanted to feature the courtyards and citrus groves that were and should continue to be a part of our Southern California environment. At the same time, we wanted to pay homage to this really wonderful Clubhouse building that's been the center of the ASC for more than 70 years."

Goldman plans to upgrade the Clubhouse, restoring the skylight and possibly installing some air-conditioning. The ASC has already filed construction plans with the City of Los Angeles and requested building permits.

"Our plans are about the future of an art form which touches so many people in the world," Kemper said. "We invite our colleagues in all segments of the motion-picture industry to help make this dream come true."

To view sketch renderings of the proposed facility, visit the ASC's Web site at www.cinematographer.com.

— Ray Zone

WRAP SHOT

Ocean's Eleven (and then some) strike hip poses around a pool table. Making the scene (from left to right) are Richard Conte, Buddy Lester, Joey Bishop, Sammy Davis Jr., Frank Sinatra, Dean Martin, Peter Lawford, Akim Tamiroff, Henry Silva (back), Richard Benedict, Norman Fell and Clem Harvey.

"It's going to be a military operation," declares Roger Corneal (Henry Silva), referring to the planned heist of five Las Vegas gambling casinos in the 1960 film *Ocean's Eleven*. "The eleven of us against this one little city," adds Josh (Sammy Davis Jr.). "A million bucks apiece."

This ambitious plot is hatched by Danny Ocean (Frank Sinatra), who reunites his old paratrooper army buddies from the 82nd Airborne to pull off a daring New Year's Eve robbery, which involves creating a temporary power outage in the city of neon just as midnight strikes. Those buddies include Dean Martin, Peter Lawford and Joey Bishop — who, along with Davis, were card-carrying members of Sinatra's Hollywood "Rat Pack."

Scripted by George Clayton Johnson, Jack Russell, Harry Brown and Charles Lederer and directed by Lewis Milestone, the original *Ocean's Eleven* is the ultimate Rat Pack film vehicle. The group formed around Humphrey Bogart and was named by his wife, Lauren Bacall. One night, when Bogart, Sinatra and a few buddies came drifting in after a night of drinking, Bacall exclaimed, "You look like a damned rat pack!"

The good-natured group adopted the moniker and was subsequently known as the Holmby Hills Rat Pack. When Bogart passed away, Sinatra became "Chairman of the Board," the group's unofficial leader. Occasional appearances were made by Shirley MacLaine, their honorary mascot and "Girl Friday," who also has a bit part in *Ocean's Eleven* as an inebriated New Year's celebrant.

The Rat Pack came to prominence in 1959 when Sinatra conducted the orchestra on Martin's album *Sleep Warm*. At about the same time, Sinatra, Martin and MacLaine appeared together in *Some Came Running,* the feature-film adaptation of the James Jones novel. The Rat Pack made its home at the Copa Room in Jack Entratter's Sands Hotel and Casino on the Las Vegas Strip. On January 28, 1959, Sinatra joined Martin onstage at the Sands for the first time. It became routine and eventually legend as Joey Bishop and Sammy Davis Jr. joined the pair onstage.

In 1960, Sinatra was courting the Kennedy clan. Lawford was married to Patricia Kennedy, sister of John and Robert, both of whom came to see the Rat Pack perform at the Sands. *Ocean's Eleven* was filmed in Las Vegas while JFK was campaigning for the presidency. The Rat Pack assisted with his campaign and sang the National Anthem to open the 1960 Democratic National Convention in Los Angeles, where JFK was nominated for president.

Ocean's Eleven was produced by Sinatra, who gave an associate producer credit to William Daniels, ASC, the film's cinematographer. For almost a month, the Rat Pack filmed by day and took to the stage by night, much to the delight of Entratter.

By the time he filmed *Ocean's Eleven,* Daniels had shot more than 140 features, beginning with Erich von Stroheim's *Blind Husbands* (1919). He was under contract to MGM for 22 years and was known as the preeminent "glamour" cameraman at the studio during the 1930s; he was so adept at this style of photography that Greta Garbo, at the height of her stardom, stipulated that he be the only cameraman to film her.

Ocean's Eleven is a great example of Daniels' philosophy, which held that the greatest photographic pitfall was work that was either too routine or too spectacularly individual. Indeed, his color cinematography in the Rat Pack romp, captured on Eastmancolor stock with Panavision lenses, is straightforward and crisp.

From 1961 to 1963, Daniels served as president of the ASC, and during that time he became friends with Sinatra. The Chairman soon called on Daniels to shoot and co-produce *Robin and the 7 Hoods,* which reunited Martin, Sinatra and Davis, and the heist film *Assault on a Queen.* Daniels worked steadily until 1970, when his last film, *Move,* was released.

Howard Hughes bought the Sands Hotel in 1967. Shortly thereafter, Sinatra fell out with the management when his credit was cut off in the casino. The Sands eventually became a casualty of explosive growth in Vegas; it was imploded on November 26, 1996. By 1998, all of Rat Pack's original members, except honorary mascot MacLaine, had gone off to the Big Casino in the sky.

— Ray Zone

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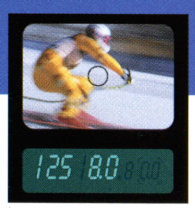

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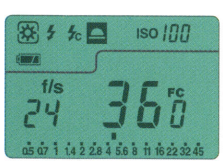

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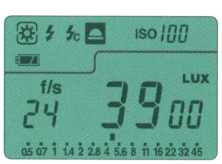

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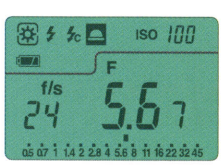

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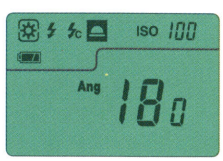

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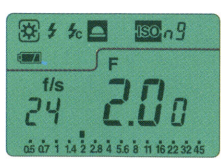

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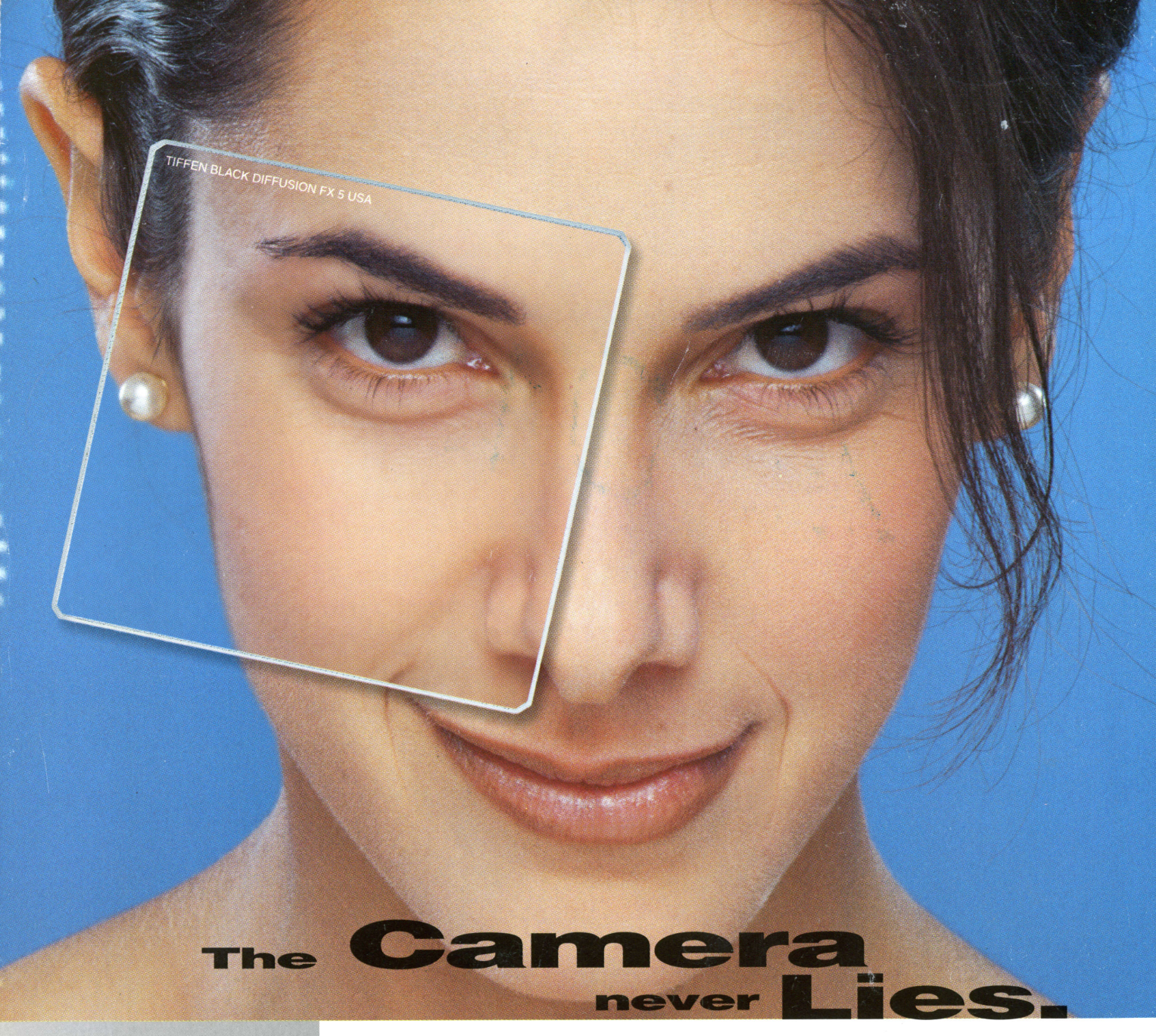

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